

## BOARD OF DIRECTORS – OPEN MEETING – VIDEOCONFERENCE CALL

Date: Monday, December 12, 2022  
Time: 1600 – 1900 hours  
Zoom Link: <https://kingstonhsc-ca.zoom.us/j/83193312740>

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 <ul style="list-style-type: none"> <li>South East Board Chair/Vice Chair/CEOs Forum – November 23, 2022</li> </ul>	Thesberg	Discuss	Verbal
		1.2	Confirmation of Quorum	Thesberg	Confirm	Verbal
		1.3	Declarations of Conflict	Thesberg	Record	Verbal
		1.4	Consent Agenda Items	Thesberg	Approve/ amend	Briefing note
		1.4.1	Briefing Note – Consent Agenda			
		1.4.1-a	KHSC Performance Reporting – Q2			
		1.4.1-b	Patient & Family Centred Care Annual Report			
		1.4.1-c	Access & Flow Update			
		1.4.1-d	Quality Improvement Plan 2023-24 Development			
		1.5	Approval of Open Agenda	Thesberg	Approve/ amend	Draft agenda
		1.6	Approval of Draft Minutes – October 2022	Thesberg	Approve/ amend	Draft minutes
<b>2.0 DECISION ITEMS</b>						
1610	5 min	2.1	Research Committee Terms of Reference Amendments	Lawford	Approve/ amend	Briefing note & draft TOR
1615	5 min	2.2	Building Redevelopment Special Board Committee Terms of Reference	Hunter	Approve/ amend	Briefing note & draft TOR
1620	15 min	2.3	Board Committee Meeting Materials – Package Size	Hunter	Approve/ amend	Briefing note
1635	5 min	2.4	2023-24 Board Size and Committee Structure	Hunter	Approve/ amend	Briefing note
<b>3.0 REPORTING &amp; UPDATES</b>						
1640	5 min	3.1	President and CEO Report	Pichora	Discuss	Presentation @ meeting
1645	5 min	3.2	Chief of Staff/Medical Advisory Committee	Fitzpatrick	Discuss	Written report
1650	5 min	3.3	President, Medical Staff Association	Alavi	Discuss	Verbal
1655	5 min	3.4	Update from University Hospitals Kingston Foundation	Zsolnay	Discuss	Written report

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<b>4.0 BOARD COMMITTEE REPORTING</b>						
1700	5 min	4.1	Governance Committee	Hunter	Inform	Verbal
1705	5 min	4.2	Patient Care & Quality Committee <ul style="list-style-type: none"> <li>• Program Profile: Chief Information Officer Portfolio</li> </ul>	Leslie	Inform	Briefing note
1710	5 min	4.3	People, Finance & Audit Committee	Cosford	Inform	Verbal
1715	5 min	4.4	Research Committee	Lawford	Inform	Verbal
<b>5.0 IN-CAMERA SEGMENT (Members of the Public/Guests depart meeting)</b>						
1720	5 min	5.1	Motion to Move In-Camera	Thesberg	Inform	Verbal
<b>11.0 REPORT ON IN-CAMERA MATTERS</b>						
1825	5 min	11.1	Motion to Report on Decisions Approved In-Camera	Thesberg	Inform	Verbal
		11.2	Date of Next Meeting & Termination	Thesberg	Inform	Verbal
<b>MEETING WITH ELECTED MEMBERS AND CEO</b>						
<b>MEETING WITHOUT MANAGEMENT PRESENT</b>						

## **BOARD OF DIRECTORS OPEN MEETING: DECEMBER 12, 2022**

A regular meeting of the Board of Directors of the Kingston Health Sciences Centre was held by video-conference on Monday, December 12, 2022 from 1600 to 1845 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) and Sandy Wilson.

Ex-officio Members Present (voting): Brent Atkinson and Dr. Jane Philpott.

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

Regrets: Dr. Nazanin Alavi and David Fell.

Staff: Rhonda Abson (Recording Secretary), Sandra Carlton, Brenda Carter, Tracey Cuddington, Val Gamache-O'Leary, Dr. Steve Smith, Krista Wells Pearce and Tom Zsolnay.

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

#### 1.1 Call to Order & Chair's Welcome

Axel Thesberg called the meeting to order and confirmed that participants could hear the proceedings. The Chair recognized the contributions of Brenda Hunter as this would be her last KHSC Board meeting. Axel Thesberg extended the Board's appreciation for her significant contributions since joining the KHSC Board in April 2017.

Axel Thesberg also reported that the South East Chair, Vice Chairs, and CEOs met on November 24, 2022 and welcomed Ontario Health CEO Matthew Anderson and Anna Greenberg, Chief Regional Officer (Toronto and East). This forum provides an excellent opportunity for hospitals in the region to come together to discuss items of common interest.

Board members were reminded of the importance of completing the meeting effectiveness survey at the conclusion of today's meeting.

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## 1.2 Confirmation of Quorum

The Chair confirmed quorum noting that Michele Lawford would be departing the meeting at 1645 hours.

Board committee meetings will take place on Monday, January 16 and Tuesday, January 17, 2023 and the next regular meeting of the KHSC Board education session and meeting will take place on Monday, January 30, 2023 starting at 1400 hours.

## 1.3 Declarations of Conflict

No declarations of conflict were recorded.

## 1.4 Approval of Consent Agenda

Agenda materials was posted on the Board portal on December 7, 2022. The following items were provided as part of the consent agenda:

- a) Briefing Note: KHSC Performance Reporting Fiscal 2023 – Q2
- b) Report: Patient & Family Centred Care Annual Report
- c) Briefing Note: Access & Flow Update
- d) Briefing Note: KHSC Quality Improvement Plan 2023-24 Development

The Chair invited changes to the consent agenda.

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

THAT the consent agenda be approved as circulated.

CARRIED

## 1.5 Approval of Open Agenda

Michele Lawford, Chair of the Research Committee, requested deferral of agenda item #2.1, Research Committee Terms of Reference – Amendments, to allow management to clarify membership language in the draft terms of reference relating to the status of Patient Experience Advisors as directors of the Research Institute Board as well as the independent director position.

Moved by Brenda Hunter, seconded by Alan Cosford:

THAT the agenda be approved as amended.

CARRIED

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## 1.6 Approval of Draft Minutes

The draft minutes were pre-circulated to members in advance of the meeting. Agenda item #2.3, Appointment of Independent Director & Patient Advisors to the Research Committee for 2022-23 and Terms of Reference Amendments will require further clarification and adjustment of the motion for Dr. Duncan Stewart's appointment to the Committee with respect to the independent director appointment serving on the Research Institute Board.

Moved by Jane Fitzgerald, seconded by Sandy Wilson:

THAT the open minutes of the KHSC Board of Directors' meeting held on October 25, 2022 be approved as amended.

CARRIED

## 2.0 DECISION ITEMS

2.1 Research Committee Terms of Reference - Amendments – deferred.

2.2 Building Redevelopment Special Board Committee

Brenda Hunter, Chair of the Governance Committee, drew attention to the recommendation of the committee to approve the proposed Building Redevelopment Special Board Committee terms of reference and turned the item over to Sandy Wilson, incoming Chair of the Governance Committee. Sandy Wilson drew attention to a series of recommendations contained in the briefing note explaining that the Committee wishes to dissolve the former Redevelopment Sub-committee and establish a new committee as described in the draft terms of reference.

Moved by Brenda Hunter, seconded by Mélanie-Josée Davidson:

WHEREAS all Kingston Health Sciences Centre (KHSC) facilities need substantial redevelopment and renewal; and

WHEREAS the existing KGH site Phase 2 redevelopment plan is unlikely to meet the evolving needs of the organization and community; and

WHEREAS, there is significant new information regarding structural obstacles to continuing with existing redevelopment plans; and

WHEREAS, pandemic related labour and supply shortages are expected to dramatically increase the probable cost of the existing redevelopment plan; and

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WHEREAS other pandemic related issues and building requirements will have a material impact on future hospital design

The Governance Committee recommends to the KHSC Board of Directors:

THAT the existing redevelopment subcommittee of the People, Finance & Audit Committee be dissolved; and

THAT a Building Redevelopment Special Committee of the Board be established, and

THAT the Terms of Reference attached to this briefing note be adopted as amended to reflect the committee's oversight of major building redevelopment projects as discussed; and that the membership be changed include up to two (2) additional elected members of the Board.

Brenda Hunter added that the former sub-committee reported to the People, Finance and Audit Committee and reminded members that the Governance Committee will be seeking two additional Board members to join the committee in the near future.

CARRIED

### 2.3 Board Committee Meeting Materials – Package Size

In advance of the meeting, Board members received a detailed briefing note recommending further adjustments to committee chair reporting to the Board starting in the new year.

Moved by Brenda Hunter, seconded by Michele Lawford:

THAT the proposed changes as outlined in the briefing note dated December 1, 2022 and a Committee Chair Report template be developed for use starting in January 2023 with feedback to be garnered through the meeting effectiveness survey and reviewed at the May 2023 Governance Committee meeting.

CARRIED

### 2.4 2023-24 Board & Committee Structure and Size

Each year the Governance Committee considers the KHSC Board's overall size and committee structure in advance of the selection/recruitment process. Brenda Hunter reminded members that, in June 2020, the Immediate Past Chair role was created and remained within the current board complement. In March 2022, the Board endorsed an Bylaw amendment to allow for an overall board size of "a range between 12-14 elected positions" to ensure sufficient membership within the committee structure. The Committee also discussed meeting frequency and, as outlined in the recommendation, planning for the same number of meetings for 2023-24 is recommended.

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Moved by Brenda Hunter, Mélanie-Josée Davidson:

THAT the overall size of the Board remain at 20 (14 elected directors and 6 ex officio directors) including the immediate Past Chair role; and

THAT the KHSC Board of Directors and its committees continue with the same meeting frequency for 2023-24, recognizing the potential for additional meetings as required.

CARRIED

### 3.0 REPORTING & UPDATES

#### 3.1 KHSC President and CEO Report

Dr. David Pichora delivered an update on the December 5, 2022 visit by Deputy Minister Catherine Zahn along with Dr. Kiernan Moore and senior members of the Ministry and capital branch. During this visit, tours were arranged of the KGH site, KFLA Public Health, and Providence Care. Discussion focused on the transitional care unit, redevelopment project and staffing/health human resource pressures including recruitment strategies. The KGH tour included labs and the emergency department.

In other facility news, the CEO informed the Board of the forced air handling failure at the KGH site that resulted in short-term operating room delays and several cancellations. Pediatric surge continues with KHSC supporting the province as needed. Level of acuity and patient volumes remain high and all operating rooms are open for the first time in several year. KHSC continues to experience on and off critical capacity alerts due to high volumes. Patient flow to Providence Care has improved. Staffing remains a challenge and KHSC continues to explore agency staffing options. Physician shortages and closures continue at community hospitals in the region. Senior leadership continues to work with the Ministry and Ontario Health in support of redevelopment plans.

The CEO report included an update on the regional health information system “Lumeo” project. An external report has recently been received and a series of recommendations identified which may impact timelines and deliverables. Recruitment of a Digital Executive Lead is moving forward slowly and the Deloitte team is already engaged and working closely with the Lumeo project team. Dr. Pichora explained that, one of the challenges for the project at this time is system-wide staffing challenges making recruitment and deployment of current staff to the project a real challenge.

The final part of the CEO presentation focused on recent Ontario Health Team developments. A new provincial direction for OHT groups was received at the end of November and focuses on bringing a more standardized approach to the OHT structures including: common clinical pathways, standardized structures of OHTs, required inclusion of specific groups in OHT decision-making structures, more primary care involvement, and the need for OHTs to identify operational support providers.

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The Chair noted that agenda items #3.2, Chief of Staff Report, #3.3 President of the Medical Staff Association and #3.4, Update from UHKF had all been pre-circulated for members to review in advance of the meeting. The Chair suggested that, in light of the Research Committee Chair's need to depart the meeting at 1745 hours, the agenda would be adjusted to allow for agenda item #4.4 Research Committee – November meeting highlights to be provided and the above-referenced reports would be addressed following the committee reports.

3.2 Chief of Staff/Medical Advisory Committee Report – see page 7.

3.3 President of the Medical Staff Association – no report.

3.4 UHKF President and CEO Update – see page 7.

The written report of Tom Zsolnay was circulated. No further discussion/questions.

4.0 BOARD COMMITTEE REPORTING

4.4 Research Committee

Michele Lawford, Chair of the Research Committee, reported on the committee's recent orientation session. As discussed earlier in the meeting, the final draft of the committee's terms of reference will be delayed pending further clarification on membership. At the November meeting, members had a good discussion on strategic research indicators and will welcome Dr. Duncan Stewart's input when he joins the committee as the independent director. Financial reports to support committee oversight are under development and the committee recognizes the need to refine and identify the type of reports that will be provided to the committee versus the Research Institute's Board. Management also provided assurance/attested to the fact that research conducted at the HDH site was in keeping with the Catholic Health Ethics Guide.

Chair Axel Thesberg thanked Michele Lawford and the committee for the progress they are making to determine the appropriate reporting oversight requirements and accountabilities between the Committee's mandate and the Research Institute's requirements.

Michele Lawford departed the meeting at 1645 hours.

4.1 Governance Committee

Brenda Hunter, Chair of the Governance Committee, provided highlights from their November meeting where members discussed the framework for the January 1:1 "fireside" chats with the Chair. The committee will be reviewing the results of the OHA's Board Self-Assessment survey tool recently completed by KHSC board members at its January meeting. Brenda Hunter reported that the overall participation rate was 93%! At the November meeting, members also reviewed and discussed the proposed agenda for the January Board

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education session. Other topics covered at the meeting included critical paths for the board recruitment process, board size and committee structure, as well as an update on the CEO and Chief of Staff learning plans.

#### 4.2 Patient Care & Quality Committee

- Program Profile: Chief Information Officer Portfolio

Emily Leslie, Chair of the Patient Care and Quality Committee, provided highlights from their November meeting where the second patient story was discussed. The committee received an excellent presentation from the Chief Information Officer. Members had a fulsome discussion on how staff are coping at this time and dealing with morale distress. The approach to the 2023-24 annual Quality Improvement Plan (QIP) was also reviewed at the November meeting.

#### 4.3 People, Finance & Audit Committee

Alan Cosford, Chair of the People Finance & Audit Committee, reported on their November meeting with members reviewing in detail the September 30, 2022 financial package including the impact of COVID funding. A briefing on debt obligations and repayment was discussed at the November meeting along with an update from Sandra Carlton, Executive Vice President and Chief Human Resources Officer on health human resource pressures and recruitment strategies.

#### 4.4 Research Committee – see page 6.

Axel Thesberg thanked Committee Chairs for their reports and confirmed that the in-camera segment would commence immediately.

#### 3.0 REPORTING & UPDATES (continued)

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

The written report of prepared by Dr. Mike Fitzpatrick was circulated to the Board in advance of the meeting. Dr. Fitzpatrick drew attention to the update provided by Dr. Gerald Evans on the rapid rise and fall of RSV cases and rapid escalation of influenza A cases resulting in a surge of patients visiting the Children's Outpatient Clinic (COPC) to an average of 70 patients per day. In addition to providing care in COPC, a diversion clinic was set up in the Urgent Care Centre to support patient flow. Dr. Fitzpatrick noted that KHSC has accepted 25 pediatric patients from across the province and he recognized the tremendous work of the care teams for their commitment and response to this issue. At the November MAC meeting, leaders from the Perioperative Services Program presented the current state of surgical activity and case backlog management. As of November 2022, 11 operating rooms are open at the KGH site with 7 at the HDH site.

#### 3.3 President of the Medical Staff Association – no report.

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### 3.4 UHKF President and CEO Update

Tom Zsolnay, UHKF President and CEO, drew attention to his written report and confirmed that UHKF is on track to receive the forecasted revenue outlined on page 1 of the report. Work continues on establishing a fundraising committee.

### 5.0 IN-CAMERA SEGMENT

#### 5.1 Motion to Move In-Camera

Moved by David Pattenden, seconded by Brenda Hunter:

THAT the Board move into an in-camera session.

CARRIED

### 10.0 INFORMATION ITEMS – nil.

### 11.0 REPORT ON IN-CAMERA MATTERS

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

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

- The board received the final minutes of the September KHSC Board Committee meetings;
- The board minutes from the October 25, 2022 in-camera meeting were approved;
- The board received the Patient Experience Report for Q2;
- The board received the Patient Safety Report for Q2;
- The board endorsed a candidate for appointment to the UHKF Board;
- The board received the financial package for the period ending September 2022;
- The President and CEO provided an update on capacity challenges both local and regional, agency nursing arrangements, an update on the addictions and mental program, Lumeo project update, and integration work relating to the supply chain.
- The board received an HHR update;
- The board received an overview of the quality of care review process at KHSC;
- The board approved a number of appointments and reappointments to the professional staff;
- The board approved a housestaff appointment;
- The board approved the appointments of Martha Munezhi and Mona Rahman to the KHSC Board;
- The board approved several naming offers for UHKF;
- The board was briefed on a confidential partnership matter.

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## 8.2 Date of Next Meeting & Termination

The date of the next KHSC Board meeting is Monday, January 30 at 1400 hours.

The meeting terminated at 1845 hours on motion of Emily Leslie.

## 9.0 MEETING WITHOUT MANAGEMENT – CEO ONLY

No session was held.

## 10.0 MEETING WITHOUT MANAGEMENT

No session was held.

Axel Thesberg  
Chair