

1. Meeting Book - KHSC Board of Directors - Open Meeting - May 2025

Open Meeting - May 12, 2025

1800 / 05 min

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

**1.1 Welcome, Call to Order, Confirmation of Quorum, Conflict of Interest
Declarations, Chair's Remarks**
McCullough
Verbal

Inform

1.2 Consent Agenda Items
McCullough

Decide/Amend

- a) Briefing: Summary of Consent Agenda Items - May 2025
- b) Minutes: Open Board Meeting Draft - March 24, 2025
- c) Report: Access & Flow Update - April 2025
- d) Briefing: Overview of Critical Incident Reporting Process
- e) Report: Annual Learning & Leadership Report
- f) Briefing: FY26 Quality Improvement Plan (QIP) Update
- g) Briefing: Payroll Compliance Attestation
- h) Briefing: Bill S-211 Compliance
- i) Briefing: Recruitment Compliance
- j) Briefing: Overview of process to Safeguard Information & FOI
Compliance
 - Briefing: Overview of process to Safeguard Information &
Freedom of Information (FOI) Compliance
 - [Link: Annual Report on PHIPA Breaches](#)
 - [Link: Annual Report on FIPPA Statistics](#)
 - [Link: Annual Report on PHIPA Access & Corrections](#)
- k) Briefing: 2025-26 Board Goals - Proposed Framework
- l) Briefing: KHSC Operating Agreement Annual Compliance
Reporting
- m) Briefing: Board Evaluation Framework - Board Officer &
Committee Chair Evaluation
- n) Briefing: 2025-26 Annual Corporate Plan (ACP)
- o) UHKF President & CEO Report - May 2025
- p) Chief of Staff Report - May 2025

1.3 Approval of the Open Agenda
McCullough

Decide/Amend

2.0 BUSINESS ARISING FROM THE MINUTES

3.0 MATTERS REQUIRING DECISION

1805 / 5 min	3.1 Signing Authority Guidelines and Banking Resolution Update Talbot-Allan / Toop	Decide/Amend
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4.0 MATTERS FOR DISCUSSION

1810 / 5 min	4.1 CEO Report to the Board - May 2025 Pichora Verbal	Inform/Discuss
1815 / 10 min	4.2 Accreditation Governance Self-Assessment Fell / Pichora	Inform/Discuss

5.0 IN-CAMERA SEGMENT (Members of the Public/Guests to depart the meeting)

1825 / 5 min	5.1 Motion to Move In-Camera McCullough	Decide
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10.0 REPORT ON IN-CAMERA MATTERS

1850 / 5 min	10.1 Motion to Report on Decisions Approved In-Camera McCullough	Decide
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11.0 MEETING SURVEY, DATE OF NEXT MEETING & TERMINATION

Date of Next Meeting: Monday, June 23, 2025, 1600-1900 hours

Motion to Terminate

[Link: Meeting Effectiveness Survey](#)

[Link: Board Education Session Feedback Survey](#)

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: MAY 12, 2025

A regular meeting of the Board of Directors of the Kingston Health Sciences Centre was held in person at the Donald Gordon Centre, 421 Union Street, Kingston, Conference Room B on Monday, May 12, 2025 from 1600 to 1900 hours. The following are the open minutes.

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

Ex-officio Members Present (voting): Karen Humphreys-Blake and Stephen Vanner.

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

Regrets: Alan Cosford, Jane Fitzpatrick, Sahiza Hossenbaccus and Mona Rahman

Staff: Nick Anand, Heather Bullock, Tracey Cuddington (Recording Secretary), Val Gamache-O'Leary, Indira Naraine, Steve Smith, Mary Lou Toop and Tom Zsolnay

Members of the Board and the Executive Team participated in an education session on Inclusion at KHSC at the start of the Board meeting. Topics included Implicit Bias and IAT Test Discussion, Understanding KHSC's Community and Who We Serve, Overview of KHSC's Inclusion and Cultural Safety Activities and an Interactive Discussion on Addressing the Gaps and Strengthening the Board's Role.

1.0 CALL TO ORDER, CONFIRMATION OF NOTICE, QUORUM, CONFLICT DECLARATIONS, AGENDA APPROVAL

1.1 Welcome, Call to Order, Confirmation of Quorum, Conflict Declarations, Agenda Approval

Sherri McCullough called the meeting to order, confirmed quorum and that everyone was able to hear the proceedings. No declarations of conflict were recorded.

The Indigenous Acknowledgement was read at the education session on inclusion that preceded board meeting, for all participants to reflect upon in support of today's discussions.

1.4 Consent Agenda Items

Agenda materials were posted to the board portal on May 6, 2025. The following items were provided as part of the consent agenda:

- a) Briefing: Summary of Consent Agenda Items – Open Agenda – May 2025
- b) Minutes: KHSC Board of Directors Draft Open Minutes – March 24, 2025
- c) Report: Access to Care Update – April 2025
- d) Briefing: Overview of Critical Incident Reporting Process
- e) Report: Annual Learning & Leadership Report

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- f) Briefing: FY26 Quality Improvement Plan (QIP) Update
- g) Briefing: Payroll Compliance & Attestation
- h) Briefing: Bill S-211 Compliance & Attestation
- i) Briefing: KHSC Recruitment Compliance
- j) Briefing: Overview of processes to Safeguard Information & FOI Compliance
- k) Briefing: 2025-26 Board Goals – Proposed Framework
- l) Briefing: KHSC Operating Agreement Annual Compliance Reporting
- m) Briefing: Board Evaluation Framework – Board Officer & Committee Chair Evaluation
- n) Briefing: 2025-26 Annual Corporate Plan (ACP)
- o) Report: UHKF President & CEO – Philanthropy Report – May 2025
- p) Report: Chief of Staff Report – May 2025

A member requested that consent agenda item 1.2h Bill S-211 Compliance and Attestation be moved to the regular agenda for discussion, the item will be placed under Business arising from the minutes, item 2.1.

Moved by Alan Cosford, seconded by Anne Desgagnés:

THAT the consent agenda be approved as amended

CARRIED.

1.5 Approval of the Agenda

The Chair drew attention to the pre-circulated agenda.

Moved by Emily Leslie, seconded by Margaret Shepherd:

THAT the agenda be approved as amended.

CARRIED.

2.0 BUSINESS ARISING FROM THE MINUTES

2.1 Bill S-211: Fighting Against Force Labour and Child Labour in Supply Chains Act

Discussion focused on the Board's due diligence and liability with respect to ensure there is no forced or child labour in their supply chains. It was noted that under the Act, organizations are required to report on parts of their supply chains where forced labour might be occurring, and measures they are taking to prevent and reduce the risk. Included in the briefing materials was an opinion provided by legal counsel regarding board liability.

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

THAT, as recommended by the People, Finance & Audit Committee, the KHSC Board of Directors approve the KHSC Report for Bill S-211: Fighting Against Forced Labour and Child Labour in Supply Chains Act for the year ended March 31, 2025.

CARRIED.

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3.0 MATTERS REQUIRING DECISION

3.1 Signing Authority Guidelines and Banking Resolution Update

A briefing note was circulated in advance of the meeting outlining an update to the Signing Authority Guidelines and Banking Resolution as recommended by the People, Finance & Audit Committee. Laura Talbot-Allan provided a brief summary of the minor revisions as recommended by the committee.

Moved by Patrick Johnston, seconded by Margaret Shepherd:

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

CARRIED.

4.0 MATTERS FOR DISCUSSION

4.1 CEO Report

David Pichora provided a brief verbal update further to the written CEO report received at the April Committee meetings. Highlights included Catholic Health International's Spring Plenary later in the week, where Micki Mulima and Mary Myers have been invited to lead a session on inclusion. Recent media coverage around the overall spending on agency nursing across the province. KHSC has been doing a lot of work to reduce reliance on agency nursing including new hires and retention strategies.

4.2 Accreditation Governance Self-Assessment

David Fell; Chair of the Governance Committee provided an update the next series of Accreditation criteria as reviewed at the April 25th Governance meeting. Board members were reminded that the survey results reflect participants perspectives and recollections and do not necessarily confirm whether the criteria are being met or not. The seven criteria provided in the pre-circulated materials provide information to Directors as to who the Board are currently meeting the criteria. There were no additional questions. Copies of the accreditation criteria can be found in the Resource Library of the board portal for those wanting to refresh their knowledge.

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

5.1 Motion to Move in Camera.

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

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:

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- The Board approved the Closed Minutes of the March 24, 2025 meeting;
- The Board approved the Closed Minutes of the January 27, 2025 meeting;
- The Board received the Approved Minutes of the March 3, 2025 People, Finance & Audit Committee meeting;
- The Board received the Approved Minutes of the March 3, 2025 Patient Care & Quality Committee meeting;
- The Board received the Approved Minutes of the March 4, 2025 Research Committee meeting;
- The Board received the Approved Minutes of the March 4, 2025 Governance Committee meeting;
- The Board approved the naming of the Outpatient Clinic Room of the Cancer Centre in honour of the late Harry and Sandra Murphy for a 25-year period;
- The Board received an update on current banking arrangements;
- The Board received January 2025 financials;
- The Board approved a number of appointments/reappointments for Medical, Dental, Midwifery & RN Extended Class staff;
- The Board approved a number of Housestaff recommendations;
- The Board approved the reappointment of Michaela Mates as Deputy Head of Oncology
- The Board received information on the Employee & Volunteer Strategic Plan;
- The Board received the April Lumeo Project Update;
- The Board received the April KHSCRI Newsletter;
- The Board endorsed the proposed 2025-26 Board Slate and have directed management to continue recruitment efforts;
- The Board confirmed its support for S. Millan as nominee to serve on the UNKF Board of Directors;
- The Board received an update from the President & CEO.

12.0 DATE OF NEXT MEETING & TERMINATION

Date of Next Meeting: Monday, June 23, 2025 at 1600 hours.

The meeting terminated at 19:05 hours on motion of Margaret Shepherd.

Sherri McCullough
Chair