



Board of Directors Meeting Minutes

Tuesday July 28, 2020 – 4:00pm

Via Zoom

Present:	Janet Cosier (Board Chair), Bob Long, Terry Lee, Terry Gilhen, Michèle Le Blanc, Ian Donald, Deb McGuire, Jacques Pelletier, Katie Weststrate, Sandy Shaw, Michele Bellows (CEO), Kelly Robinson, Director, Primary Care, Onalee Randell, Director, Health Promotion, Anne Caron, Director Corporate & Admin Services, Lisa Needham (recorder - Admin Assistant)
Regrets:	Jane Page-Brown, Liz Snider

	Agenda Items	Action
1.	Welcome	<ul style="list-style-type: none"> J. Cosier called the meeting to order at 4:00pm - welcome all to our first virtual meeting! Feedback received around focusing on the agenda while being mindful of time. Allotted time will be used to focus on issues or questions, therefore, important to review the Board Package prior to our scheduled meetings.
2.	Board Education – RCHS Programs and Community	<p>*Presentation on Community Outreach and Advocacy – M. Bellows</p> <ul style="list-style-type: none"> Briefing Note outlined information regarding the breadth of outreach and advocacy groups that RCHS is involved in as partners and leaders across Lanark, Leeds and Grenville. Of those many groups, RCHS has created and/or leads the following: Cross Sectoral Table, Health Links Group, Health HR Collaborative, Ontario Health Teams, Lung Health Group, Collaborative Governance Forum (Janet, co-chair with Director of Country Roads, co-chair LLG Collaborative Governance Forum).
3.	Approval of Agenda	<p>MOTION: That the Board agenda be approved as circulated. Moved by: T. Gilhen Seconded by: D. McGuire Carried.</p>
4.	Declaration of Conflict of Interest	None.
5.	Consent Agenda	<p>5.1 RCHS Board Minutes – June 2, 2020 5.2 RCHS In Camera Minutes – June 2, 2020 <i>(circulated via email - Moved by: J. Pelletier, Seconded by: M. LeBlanc)</i> 5.3 Governance and Nominating Committee Minutes – June 17, 2020 5.4 Governance and Nominating Committee Minutes – July 14, 2020 5.5 Finance Committee Minutes – July 23, 2020</p> <p>No issues were identified with regards to the Consent Agenda.</p>

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		<p>MOTION: That the consent agenda be approved as presented. Moved by: B. Long Seconded by: I. Donald Carried.</p>
6.	CEO Report	<p>M. Bellows covered some of the highlights, to include:</p> <ul style="list-style-type: none"> • On July 23, 2020, Lanark Leads and Grenville received notice that we are one of 17 Ontario Health Teams who have been invited to support a full proposal from Connecting Ontario. The deadline is September 18th with final approval to be given by October 19th, 2020. It was previously agreed that a small percentage of the budget to move toward a project manager for this application. • Interesting developments with regards to potential investors re: integrated health facility. More to come. We will be asking for more information around what that looks like, risks and benefits. • After discussions with our lawyers, RCHS will be assessing the return on investment for owning the land. Currently, it appears that RCHS and the Village are not aligned. We will ask our local members to engage the council to try to determine the challenges. Land transfer on hold until September - more to come. • Awarded an RFP for a new website. Will include a Board Portal to easily access meeting packages. • Thank you to J. Pelletier for many years of service on the Board. In recognition, a ceremony will be planned once the Covid days have passed. <p>Questions and Discussion:</p> <ul style="list-style-type: none"> • J. Pelletier gave Kudos to Kelly and her Team for their incredible work during these times. Through increased recruitment of primary care providers and the commitment of a team, the focus on client intake over this period is impressive. Mandate during these times was opening our doors and using Health Care Connect. • In September, RCHS will be doing a Media Release.
7.	Board Chair Report (verbal report)	<p>J. Cosier provided a verbal report and highlighted the following:</p> <ul style="list-style-type: none"> • This time, two years from now, there will be 9 new Director's. • Tremendous opportunity to get involved in attracting great people and both J. Cosier and T. Gilhen distributed an email to RCHS Board Directors encouraging them to consider using their own networks for RCHS Board Recruitment. • M. Bellows and T. Gilhen have distributed a Board Recruitment email to approximately 100 organizations from within our communities.

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		<p>Questions and Discussions:</p> <ul style="list-style-type: none"> • Governance and Nominating Committee discussed cross board appointments and the benefits from sharing experiences. • The chair indicated that she had reached out to the Chairs of Country Roads and North Lanark CHCs to discuss cross-board appointments. During the conversation, a number of topics of common interest were raised including board recruitment, committee membership, COVID lessons learned, etc. The three chairs agreed to have a meeting with the CEO/EDs to discuss topics of interest in late October or early November. The group would likely meet two times a year.
8.	<p>Committee Reports 8.1 Finance Committee</p>	<ul style="list-style-type: none"> • T. Lee reported the committee met on Thursday and also discussed the Land Transfer. Discussions deferred until the fall with hopes to meet in September to discuss next steps. • J. Cosier highlighted discussions around Physicians pooling money together to purchase, whereby RCHS could then lease the space. • Capital Development Steering committee will meet with T. Ferrier in August to discuss further.
9.	<p>Business Requiring Decision of Board</p>	<p>Business Requiring Decision of Board</p> <p>9.1 <u>Audited Financial Statements 2019 – 2020</u></p> <ul style="list-style-type: none"> • T. Lee spent some time with Serena virtually going over the statements. • Discussed vacation bank as it is showing approximately 2 weeks salary for entire organization. Although this number does look big, it does fluctuate during the year. • We had a clean audit, everything looks great and the controls are in place. • Janet highlighted that Serena was very complimentary given that everything was photocopied and boxed off site. Job well done! <p>MOTION: That the 2019 – 2020 Audited Financial Statements be approved as presented and put forward for Membership approval at the Annual General Meeting Moved by: T. Lee Seconded by: S. Shaw Carried.</p> <p>9.2 <u>Declaration of Compliance- MSA 2019/20</u></p> <ul style="list-style-type: none"> • Janet noted there was a lot of information provided in the exception report

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		<p>distributed earlier in the day via email to the Board of Directors. Following recommendations were made:</p> <ul style="list-style-type: none"> ○ Follow up email exchange recommended for the MSAA ○ Compliance Report will be emailed to the Board of Director's after this meeting. ○ Director's to review the compliance report and understand the variations. ○ If any questions, please forward to Lisa Needham (lneedham@rideauchs.ca). ○ Answers will be provided and followed up with a short Zoom meeting for any clarification that may be required. ○ From there, ask for approval of the report mid-August. J. Cosier will sign once Directors are satisfied that they have had enough time to review. <p>Recommendation:</p> <ul style="list-style-type: none"> • J. Cosier recommends going forward, this report should go through the Finance and Audit Committee prior to the Board meeting (an integrated approach would be useful). <p>MOTION: That the Board direct the Chair to sign the 2019-20 M-SAA Schedule F - Declaration of Compliance once the exception report has been reviewed and approved by the Board via email, following the Board meeting. Moved by: I. Donald Seconded by: J. Pelletier Carried.</p> <p>9.3 <u>*By-law Revision for AGM</u> T. Gilhen provided the following update:</p> <ul style="list-style-type: none"> • A revision to the by-law was presented at the last Board Meeting. This will give the option to extend the terms of the Board Member in certain events. • Feedback obtained from legal counsel (included in meeting package), and wording has been reflected to show counsels recommendation. <p>Questions & Discussions:</p> <ul style="list-style-type: none"> • J. Pelletier noted the critical importance of this amendment to the Board and community, to ensure Board continuity under exceptional circumstances.

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		<ul style="list-style-type: none"> J. Cosier spoke to how these by-law changes will be brought forward to the September AGM as transparency and disclosure to the community is very important. <p>MOTION: To accept the proposed change to the RCHS By-law and put forward for Membership approval at the Annual General Meeting. Moved by: T. Gilhen Seconded by: I. Donald Carried.</p> <p>9.3.1 <u>New Board Governance Policy – Extension of Terms of Office</u></p> <ul style="list-style-type: none"> The associated governance policy when considering terms being extended was included in the package. No changes were made. J. Cosier thanked the GNC as it took many meetings and discussions to revise the by-law and create a new policy. From a due diligence point of view, it was the right thing to do. <p>MOTION: To accept the New RCHS Policy GOV 131 and put forward for Membership approval at the Annual General Meeting Moved by: T. Gilhen Seconded by: M. Leblanc Carried.</p>
10.	Business for Discussion	<p>10.1 <u>Draft Agenda – Board Meeting - Tuesday Sept 22nd 4:15pm</u></p> <ul style="list-style-type: none"> J. Cosier reviewed the Draft Agenda. This Board Meeting is tied to the AGM and will be held just prior. The main piece required is the recommendation on new board member appointments and re-appointments. Any extension of terms need approval at the Board Level. No changes to the Draft agenda were made. <p>10.2 <u>Draft Agenda – AGM – Tuesday September 22nd 5:00pm</u></p> <ul style="list-style-type: none"> Main item is the Financial Report and the Auditor’s Report – Serena will also be present. For agenda item #11 – B. Long will take the lead M. Bellows spoke to the Community Recognition Award that will be presented virtually to the Grenville Federation of Agriculture. With the assistance of many farmers, they use their land to grow soy, and, at harvest time, they sell it and the money is donated back to local food banks in the area. This particular

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		<p>organization has been a big support for the Merrickville Good Food Cupboard.</p> <ul style="list-style-type: none"> • M. Bellows has reached out to the President of the Grenville Federation of Agriculture and he is quite pleased that his organization is been recognized this year. • J. Pelletier has also attended these banquets where large scale farmers noticed a need to support their community as some were going hungry. They have raised up to \$60,000 with donations going to 4H club and food banks. • RCHS is pleased to support this grass roots initiative. <p>Closing Remarks</p> <ul style="list-style-type: none"> • J. Pelletier congratulated the Chair on a job well done hosting our first virtual meeting.
11.	Meeting Evaluation -	<p>Link: Click here to complete meeting feedback</p> <p>The link was also included on the agenda.</p>
12.	In camera Session: if needed	No in camera session held.
13.	Next Board meetings: -	<ul style="list-style-type: none"> - Tuesday September 22, 2020 - 4:15pm - Tuesday September 22, 2020 – 5:00pm (AGM) - Tuesday September 29, 2020 - 4:00pm
14.	Adjournment	<p>MOTION: That the meeting be adjourned at 5:07 PM</p> <p>Moved by: J. Pelletier Carried.</p>

Approved by:

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Janet Cosier
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Chair

8/13/2020 | 12:47 PM EDT

Date

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Terry Gilhen
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Secretary

8/13/2020 | 1:53 PM PDT

Date