

**Board of Directors Meeting Minutes**

Tuesday October 27, 2020

4:00 – 6:30pm

Present:	Janet Cosier (Board Chair), Bob Long, Terry Lee, Terry Gilhen, Michèle Le Blanc, Ian Donald, Sandy Shaw, Katie Weststrate, Dorothy Thomson, Don Palmer, Michele Bellows (CEO), Kelly Robinson, Director, Primary Care, Onalee Randell, Director, Health Promotion, Anne Caron, Director Corporate & Admin Services, Tracey Fuller, Manager, Health Promotion, Jane Page-Brown (recorder)
Regrets:	Deb McGuire, Helen McGuire

	Agenda Items	Discussion
1.	Welcome	<ul style="list-style-type: none"> J. Cosier called the meeting to order at 4:00pm
2.	Approval of Agenda	<p>Addition to the agenda:</p> <ul style="list-style-type: none"> Item 9.2 – Update from T. Lee and request for Capital Development Committee <p>Motion: That the Board agenda for October 27, 2020 be approved with the addition as noted. Moved by: T. Gilhen, Seconded by: S. Shaw Carried.</p>
3.	Board Education – RCHS Programs and Community	<p>Presentation by M. Bellows – Connected for Care: LLG Ontario Health Team (*Presentation slides were included in the agenda package)</p> <ul style="list-style-type: none"> Description of OHTs and the current LLG OHT partners Summary of Year 1 Population and change initiatives Guiding Principles <ul style="list-style-type: none"> Draft principles to be circulated after approved at committee level Leadership Structure (Draft) <ul style="list-style-type: none"> Still being confirmed; will evolve over time Working on a model that combines sector based and geographical representation Levels of Participation (anchor, affiliate, supporter) Lived Experience Advisor Update <ul style="list-style-type: none"> TOR developed Looking for broad representation from across the region Next steps for Board of Directors <ul style="list-style-type: none"> Governors session will be planned to present work to date (date is TBD) More information to follow at November RCHS Board meeting <p>Questions: 1. What is the status of the North and East Lanark OHT proposals</p>

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		<ul style="list-style-type: none"> - No confirmation on Lanark at this time; will broaden the Connected Care model if this group joins - Carleton Place representatives are not interested in joining LLG <p>2. When is the funding announcement expected?</p> <ul style="list-style-type: none"> - Within the next week <p>3. What is the timing on the regional governors meeting in relation to the next RCHS Board meeting?</p> <ul style="list-style-type: none"> - Expect that the full governors information session will take place at the end of November or early December (date is TBD) - It may be January before a discussion at the RCHS Board re: endorsement
4.	Declaration of Conflict of Interest	None declared
5.	Consent Agenda approved	<p>5.1 RCHS AGM Minutes September 22, 2020 (Endorse for approval –June/21 AGM)</p> <ul style="list-style-type: none"> - Correction to those in attendance; I. Donald was not present. <p>5.2 RCHS Board Minutes September 29, 2020</p> <p>5.3 Governance and Nominating Committee (GNC) Minutes – October 6, 2020</p> <p>5.4 Executive Committee Minutes – October 13, 2020</p> <p>J. Cosier noted that both the GNC and Executive Committee minutes include updated terms of reference (TOR) and committee work plans for 2020-21. The Finance Committee TOR and work plan will follow in the November Board meeting consent agenda package.</p> <p>In regards to the policy changes recommended by the GNC, GOV 60 Code of Conduct revisions were incorporated from a policy shared by Lanark Renfrew Health & Community Services. The changes address an identified gap regarding how to deal with a breach of conduct and strengthen the policy overall.</p> <p>In regards to GOV 210 Model of Health and Wellbeing, it was suggested that in deleting this policy a discussion would be helpful to ensure that these values and vision are articulated somewhere in the governance framework. (e.g. strategic plan). One suggestion was to incorporate the topic into a generative discussion on values, planned for January 2021 and to be led by M. Le Blanc.</p> <p>Action: The Executive Committee will ensure that the topic is covered in a generative discussion and/or addressed further in the development of the next strategic plan.</p> <p>MOTION: That the consent agenda be approved as presented with discussion as noted.</p> <p>Moved by: I. Donald Seconded by: M. LeBlanc Carried.</p>

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6.	CEO Report	<p>Highlights from the written CEO Report:</p> <ul style="list-style-type: none"> - Virtual programming is growing and is expected to continue to increase - Fall flu clinics are underway for clients, community and staff - Unique opportunity to support group homes in East Ottawa with Covid-19 testing - Work to transition to Microsoft 365 is underway and will increase our capacity in many ways - Capital Branch of the MOH is still prioritizing investments against numerous funding proposals including RCHS' proposal for an integrated health facility. - New conversations continue to evolve regarding land availability in Smiths Falls. A Capital Development Committee meeting will be planned in the next few weeks to discuss further - Client intake remains a priority as we continue to monitor and respond to Covid-19
7.	Board Chair Report (verbal report)	<p>J. Cosier provided an update on the following:</p> <ol style="list-style-type: none"> i. Three topics have emerged for potential generative discussions: <ul style="list-style-type: none"> - Implications of the OHT initiative for corporate governance - Enhancing Board diversity, inclusion and equity - Adopting and articulating Board values in key documents and processes <p>Action: Board members are asked to forward any other recommendations to J. Cosier, or J. Page-Brown</p> ii. The Executive Committee is discussing the following at upcoming meetings: <ul style="list-style-type: none"> - Process and timing in relation to a new strategic plan to follow the current plan which extends to the end of 2021 - Board succession planning to address expected turnover over within the next 2 years iii. On Friday October 30th, RCHS is hosting a Zoom meeting with the CEO/ED's , Chairs and Vice-Chairs from Lanark Renfrew Health and Community Services and Country Roads Community Health Centre) to discuss areas of common interest including positioning CHCs within the OHT environment and promoting our model, pandemic lessons learned, and communications and education collaboration across CHCs iv. The Annual Director declaration will be emailed to all Directors for electronic signature using DocuSign v. New member orientation sessions are scheduled for Thursday October 29th and Thursday November 5th beginning at 4:00pm both days. Calendar invitations were provided to all Board members. Everyone is welcome to attend.


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8.	Business Requiring Decision of Board	<p>8.1 Election of Executive Officers</p> <p>As discussed at the September 29th Board meeting, the following the following Board members have indicated that they are willing to serve as Executive Officers for the Board:</p> <ul style="list-style-type: none">- Chair: Janet Cosier- Vice Chair: Bob Long- Secretary: Terry Gilhen- Treasurer: Michèle Le Blanc <p>MOTION: That the Board appoint the above slate of candidates to assume the corporate officer positions for 2020-2021</p> <p>Moved by: S. Shaw Seconded by: I. Donald Carried.</p> <p>8.2 Board Governance Policy – Community Members on Board Committees</p> <p>T. Gilhen reported that the Board recruitment process yielded highly qualified candidates making the selection process challenging. The proposed new policy ‘Community Members on Board Committees’ follows the recommendation from the Board Recruitment Interview Committee to have candidates not chosen for the Board, be considered to join a Board Committee as a community member. The GNC proposes that the policy be enacted on a trial basis for this year, inviting one community member to join the GNC and reviewed at the end of the term. It was agreed that a trial would allow for any risks to be identified and to revise the policy and/or the by-laws if needed.</p> <p>8.3 Appointment of Community Member to GNC</p> <p>T. Gilhen shared a brief profile on Jackie Lord, a board applicant who the Interview Committee is recommending be invited to join the GNC as a community member.</p> <p>Motion: To approve the new policy ‘Community Members on Board Committees’ and to appoint Jackie Lord as a community member on the Governance and Nominating Committee for one year term.</p> <p>Moved by: T. Gilhen Seconded by: D. Thomson Carried.</p> <p>8.4 Annual Board Work Plan 2020 – 2021</p> <ul style="list-style-type: none">- A comprehensive plan that reflects the work of the standing committees and the general oversight provided by the Board- It is a living document and updated over time- GNC and Executive work plan activities are incorporated; the Finance and Audit Committee work plan will be incorporated in the November update

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		<p>Discussion:</p> <ul style="list-style-type: none"> - In relation to Section 5.0 Stakeholder Relations and Engagement it was agreed that more detail is needed in regards to the Board's role in supporting community relations/outreach and engagement activities - It was noted that the Community Engagement Council is a work in progress, though development has been impacted since the Covid-19 pandemic began - It was suggested that this would be a good topic for a future generative discussion, perhaps in Q1 or Q2 of 2021 - M. Bellows proposed that the Board consider an alternate event in lieu of the Board and Staff Christmas Breakfast; this will be discussed at the upcoming Executive Committee meeting <p>Motion: To approve the Board Work Plan for 2020-2021 Moved by: I. Donald Seconded by: S. Shaw Carried.</p> <p>8.5 Approval of Q2 Financials M. LeBlanc explained that the Finance Committee has reviewed the Q2 Financial statements and recommends that they be put forward for Board approval.</p> <p>Overall comments:</p> <ul style="list-style-type: none"> - Overall fund balance of approximately \$410,000 as described on page 2 of the Financial Summary - A request to use the surplus will be submitted to the LHIN in November - Work is underway on how to allocate the donations - A plan has been developed to address vacation liability as noted in the summary - There were no follow-up questions on the report <p>MOTION: That the 2nd Q financials be accepted as presented. Moved by: M. Le Blanc, Seconded by: B. Long Carried.</p> <p>8.6 Alliance for Healthier Communities - Resolutions (virtual AGM – Nov. 10th)</p> <ul style="list-style-type: none"> - J. Cosier thanked S. Shaw for assuming the RCHS Board Liaison role with the Alliance for Healthier Communities - S. Shaw reported that she attended an informative webinar earlier in October and provided a summary on the general tone and content of the proposed resolutions - M. Bellows noted that the Senior Leadership Team has reviewed all the resolutions and although two of them (Resolution #3. Health Equity Charter 2020 and Policy #2 Addressing Harms Linked to Policing

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		<p>by Reallocating Funds) have potential to invite debate, they have no reservations in supporting all the proposed resolutions</p> <p>General Board comments:</p> <ul style="list-style-type: none"> - Alliance seems to be straying from its mandate - The rural perspective is missing - Regardless of our Board's agreement with the proposed slate of resolutions, the Alliance has conducted a comprehensive research and consultation process to arrive at this point - Many of the proposed resolutions link back to the 2019 AGM - The CHC Executive Director Network was also consulted as the resolutions were developed - Although the definition of health is boundless, the degree and extent to which strategies are developed to address the social determinants of health (SDOH) is key - The document acknowledges the resolutions may be adapted to local contexts - Question as to the scope of work that is involved in implementing the resolutions if passed and if member agencies will be expected to support (e.g. through membership dollars) - There was general endorsement for the Board / CEO to send a short note to the Alliance Board Chair and CEO to indicate a note of caution at the expanding scope of the Alliance's interests, and the need to focus on a few strategic issues (including rural health issues) in order to be successful over the medium term <p>Motion: To support the resolutions as presented based on the recommendation of the Senior Leadership Team and to confirm Sandy Shaw as the Alliance AGM voting delegate Moved by: D. Palmer Second T. Gilhen Carried.</p> <p>Note: The following Board members abstained from voting: M. LeBlanc, T. Lee, B. Long</p>
9.	Board Information Briefing	<p>9.1 Covid-19 RCHS Response to a Pandemic – M. Bellows (Presentation slides included in agenda package)</p> <ul style="list-style-type: none"> • Phase I- immediate response/adaptations to keep clients and staff safe and to continue to deliver care Key observations: <ul style="list-style-type: none"> - Information and directives from provincial authorities was changing at a rapid pace - Staff were dealing with complex situations at home as well as work - Feedback from staff indicates they appreciated the support from RCHS - No cases or outbreaks at RCHS (among staff or clients) • Phase 2 – continue to pivot as second wave and winter season (e.g. flu season) evolves <ul style="list-style-type: none"> - Maintain practices and continue to prioritize essential services and in-person vs virtual visits - Team meets twice/week to stage programs and services - Great cross training among staff to ensure timely access to services

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		<ul style="list-style-type: none"> - Lots of innovation displayed by staff – very willing to support and help - Maintaining weekly communication with staff - Continued focus on advocacy and creating an environment to support people and keep them safe - Our IT strategic plan has been implemented at a much faster pace than planned (e.g. enabling staff to work remotely) - Investment in staff wellness – to ensure timely support and compassion for staff • Will continue moving forward to explore and lever any funding opportunities to adapt and respond • The Board thanked M. Bellows for a very informative presentation and commended the Leadership Team and the entire staff of RCHS for going above and beyond in these exceptional times. <p>9.2 Terry Lee request for Capital Development Committee meeting</p> <ul style="list-style-type: none"> - J. Cosier will follow up with T. Lee who had to leave the meeting - It was agreed that a Capital Development Committee meeting would be scheduled
10.	Meeting Evaluation -	The link to the on-line survey question was included with the agenda.
11.	In camera Session: if needed	No in camera session was held.
12.	Next Board meeting:	Tuesday November 24, 2020 4:00pm
13.	Adjournment	MOTION: That the meeting be adjourned at 6:25pm Moved by: J. Cosier Carried.


Approved by:

DocuSigned by:

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Chair

11/25/2020 | 1:07 PM EST

Date

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Secretary

11/25/2020 | 10:35 AM PST

Date