



### Board of Directors Meeting Minutes

Tuesday, September 24, 2024

5:00pm – 7:00pm

Smiths Falls Site – 2 Gould St, Unit 118, Smiths Falls, Ontario

<b>Present:</b>	Christopher Cummings (Board Chair), Juli Heney (Secretary), Irv Mazurkiewicz (Treasurer), Jackie Lord, Dorothy Thomson, Sandy Mark, Stefany Kawka, Sharon O'Hara, Bridget Bygrave, Timothy Woods, Michele Bellows (CEO/Ex-Officio), Anne Caron (Director of Corporate Services & CFO), Corey Turnbull (Director of Integrated Care), Kristian Gundersen (Executive Assistant/Recorder)
<b>Guests:</b>	
<b>Regrets:</b>	Sandra Shaw (Vice Chair)

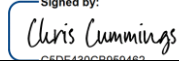
	Agenda Items	Discussion
1.	<b>Welcome &amp; Land Acknowledgment</b>	Chris Cummings, Chair, called the meeting to order at 5:00pm and confirmed quorum is met. He welcomed all in attendance and invited Sharon O'Hara to provide a land acknowledgement.
2.	<b>Approval of Agenda</b>	There were no additions or revisions requested to the agenda.  <b>Motion:</b> That the RCHS Board agenda for September 24, 2024 be approved as circulated. <b>Moved by:</b> Dorothy Thomson <b>Seconded by:</b> Tim Woods <b>Carried.</b>
3.	<b>Education Session – Board Orientation Refresher</b>	Chris Cummings directed members to the orientation refresher slide deck which was included in the meeting package. The presentation included an overview of the role of a governance board, and key information for returning board members regarding board processes and accountabilities. Board members were reminded that they can reach out to the Chair or CEO at any time should they have questions.
4.	<b>Declaration of Conflict of Interest</b>	None declared. Board members were reminded that a conflict can be noted at any time during the meeting if identified.
5.	<b>Consent Agenda</b>	5.1 Board Minutes – May 28, 2024; June 18, 2024 5.2 Executive Committee Minutes – September 10, 2024 i. Executive Committee Terms of Reference (revised) 5.3 Governance & Nominating Committee Minutes – September 5, 2024 i. GOV 131 – Extension of Term of Office (revised) ii. GOV 170 – Role of Board Officers & Directors (revised) iii. GOV 90 – Composition of the Board (to be deleted) iv. GOV 311 – Community Engagement Representative (revised – previously titled Associate Directors/Community Representative) v. Governance & Nominating Committee Terms of Reference (revised) vi. 2023-2024 Board Governance Evaluation Report 5.4 Finance & Audit Committee Minutes – June 14, 2024; Sept 19, 2024 i. GOV 71 Finance & Audit Committee Terms of Reference (revised)

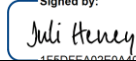
	Agenda Items	Discussion
		<p><b>Motion:</b> That the consent agenda and items contained therein be approved as presented.  <b>Moved by:</b> Sharon O'Hara                      <b>Seconded by:</b> Irv Mazurkiewicz                      <b>Carried.</b></p>
6.	<b>CEO Report</b>	<p>Michele Bellows, Chief Executive Officer, referred members to her written CEO report which was included in the meeting package.</p> <p>6.1 In Camera Session – Client Feedback</p> <p><b>Motion:</b> That the Board moves to an in camera session at 5:42pm  <b>Moved by:</b> Tim Woods                      <b>Seconded by:</b> Irv Mazurkiewicz                      <b>Carried.</b></p> <p><b>Motion:</b> That the Board moves out of an in camera session at 6:00pm  <b>Moved by:</b> Sharon O'Hara                      <b>Seconded by:</b> Juli Heney                      <b>Carried.</b></p>
7.	<b>Board Chair Report</b>	<p>C. Cummings, Chair, provided a verbal report. The following was highlighted:</p> <ul style="list-style-type: none"> <li>• Throughout the summer months, the Chair continued to meet with the CEO on a regular basis.</li> <li>• Meetings with MPP Clark, and MPP Jordan occurred over the summer to discuss the status of the Capital Project and related challenges, as well as advocacy related to staff compensation and base funding increases.</li> <li>• Regarding in camera meetings, the Board was reminded to let the Chair know in advanced if an in camera session is required, so appropriate arrangements and preparations can be carried out.</li> </ul>
8.	<b>Break</b>	<p>Board members were provided with a short break.</p>
9.	<b>Business Requiring Decision of Board</b>	<p>9.1 Board &amp; Committee Work Plans &amp; Governance Action Plan 2024-2025  Draft Board and Committee work plans for 2024-2025 were included in the meeting package. Each committee has reviewed and approved their respective work plans for the year.</p> <p>Board members were referred to the draft Governance Action Plan for 2024-2025, which has been compiled by the Governance &amp; Nominating Committee (GNC). The plan identifies governance improvements and actions to be implemented over the coming year, taking into account feedback from Board members and committee discussions over the last year. The plan will be monitored regularly by the GNC, and status updates will be provided to the Board.</p> <p>Regarding meeting start time, after much discussion, it was agreed that while there is no ideal time for every Board member, starting in person meetings at 5:00pm, and virtual meetings at 4:30pm will work for the majority.</p> <p><b>Motion:</b> That the Board approve the annual Board &amp; Committee Work Plans for 2024-25 as presented and approves the Annual Governance Action Plan as recommended by the Governance &amp; Nominating Committee.  <b>Moved by:</b> Sharon O'Hara                      <b>Seconded by:</b> Irv Mazurkiewicz                      <b>Carried.</b></p>



	Agenda Items	Discussion
		<p>It was suggested that for each planned generative discussion, Board members should rotate responsibility for preparing for and facilitating the session. There was support for this plan. It was also agreed that for the October Board meeting, the generative discussion should focus on advocacy.</p> <p>11.4 Advocacy Initiatives &amp; Plan for Committee 2024-25                      C. Cummings, Chair, reported that the Executive Committee discussed the Board’s desire to increase advocacy efforts on behalf of the organization. The committee discussed the potential to strike a new ad-hoc committee focusing on advocacy to support this work. There was agreement that a dedicated advocacy committee could be positive and would help move priorities along. Given the Board is planning to hold a generative discussion on advocacy in October, the conversation will be deferred to that time. If a new committee is warranted and supported by the Board, a resolution will be passed. An alternative suggestion to a formal committee would include striking small working groups made up of Board member volunteers, and select staff, to focus on specific areas of advocacy as identified.</p>
12.	<b>Meeting Evaluation</b>	The link to the post-meeting online survey was included with the agenda. Board members were encouraged to provide feedback.
13.	<b>Next Board meeting:</b>	Tuesday, October 29, 2024 (in person)
14.	<b>Adjournment</b>	<b>Motion:</b> That the meeting be adjourned at 6:57pm <b>Moved by:</b> C. Cummings <b>Carried.</b>

Approved by:

Signed by:  
  
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**Chris Cummings, Board Chair**  
 11/12/2024 | 8:09 AM EST  
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**Date**

Signed by:  
  
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**Juli Heney, Board Secretary**  
 11/12/2024 | 9:06 AM EST  
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**Date**