

## Board of Directors Meeting Minutes Tuesday, September 24, 2024

Your Community Health Centre

## Tuesday, September 24, 2024 5:00pm – 7:00pm Smiths Falls Site – 2 Gould St, Unit 118, Smiths Falls, Ontario

Present:	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)
Guests:	
Regrets:	Sandra Shaw (Vice Chair)

	Agenda Items	Discussion
1.	Welcome & Land Acknowledgment	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.	Approval of Agenda	There were no additions or revisions requested to the agenda.         Motion: That the RCHS Board agenda for September 24, 2024 be approved as circulated.         Moved by: Dorothy Thomson       Seconded by: Tim Woods         Carried.
3.	Education Session – Board Orientation Refresher	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.	Declaration of Conflict of Interest	None declared. Board members were reminded that a conflict can be noted at any time during the meeting if identified.
5.	Consent Agenda	<ul> <li>5.1 Board Minutes – May 28, 2024; June 18, 2024</li> <li>5.2 Executive Committee Minutes – September 10, 2024 <ul> <li>i. Executive Committee Terms of Reference (revised)</li> </ul> </li> <li>5.3 Governance &amp; Nominating Committee Minutes – September 5, 2024 <ul> <li>i. GOV 131 – Extension of Term of Office (revised)</li> <li>ii. GOV 170 – Role of Board Officers &amp; Directors (revised)</li> <li>iii. GOV 90 – Composition of the Board (to be deleted)</li> <li>iv. GOV 311 – Community Engagement Representative (revised – previously titled Associate Directors/Community Representative)</li> <li>v. Governance &amp; Nominating Committee Terms of Reference (revised)</li> <li>vi. 2023-2024 Board Governance Evaluation Report</li> </ul> </li> <li>5.4 Finance &amp; Audit Committee Minutes – June 14, 2024; Sept 19, 2024 <ul> <li>i. GOV 71 Finance &amp; Audit Committee Terms of Reference (revised)</li> </ul> </li> </ul>

	Agenda Items	Discussion		
		Motion: That the consent agenda and items contained therein be approved as presented.		
		Moved by: Sharon O'HaraSeconded by: Irv MazurkiewiczCarried.		
6.	CEO Report	Report Michele Bellows, Chief Executive Officer, referred members to her written CEO report which was included in the n package.		
		6.1 In Camera Session – Client Feedback		
		Motion: That the Board moves to an in camera session at 5:42pmMoved by: Tim WoodsSeconded by: Irv MazurkiewiczCarried.		
		Motion: That the Board moves out of an in camera session at 6:00pmMoved by: Sharon O'HaraSeconded by: Juli HeneyCarried.		
7.	Board Chair Report	<ul> <li>C. Cummings, Chair, provided a verbal report. The following was highlighted:         <ul> <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> </li> </ul>		
8.	Break	Board members were provided with a short break.		
9.	Business Requiring Decision of Board	<ul> <li>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.</li> <li>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.</li> </ul>		
		Board.         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.         Motion: That the Board approve the annual Board & Committee Work Plans for 2024-25 as presented and approves the Annual Governance Action Plan as recommended by the Governance & Nominating Committee.         Moved by: Sharon O'Hara       Seconded by: Irv Mazurkiewicz       Carried.		

	Agenda Items	Discussion
		<ul> <li>9.2 Q1 Financial Report 2024-2025 Irv Mazurkiewicz, Chair, Finance &amp; Audit Committee (FAC), referred members to the financial statements for the period ending June 30, 2024, as well as the minutes from the last FAC meeting which were included in the meeting package. He noted that A. Caron, Director Corporate Services &amp; CFO provided the committee with a thorough overview of the statements at the last FAC meeting, and the committee has recommended approval of the statements to the Board.</li> <li>Motion: That the Board approve the Q1 Financial Statements for the period ending June 30, 2024, as recommended by the Finance &amp; Audit Committee.</li> <li>Moved by: Irv Mazurkiewicz</li> <li>Seconded by: Dorothy Thomson</li> <li>Carried.</li> </ul>
10.	Business for Discussion & Information	11.1       Capital Development Committee         C. Cummings, Chair, referred members to the briefing note which was included in the meeting package. The note outlines discussions which took place at the September 10 <sup>th</sup> Executive Committee meeting. Given challenges with the capital project related to process delays, the Executive Committee is recommending that for the 2024-2025 Board year, Capital Development Committee (CDC) meetings and Finance and Audit Committee (FAC) meetings will be held jointly. As CDC meetings have been consistently cancelled over the last year, due to lack of new information and updates for the committee, holding joint meetings with the FAC will be more respectful of members' time. This temporary change will be reviewed towards the end of the Board year (June 2025) and recommendations will be made at that time for committee meetings starting in September 2025. The Board was in favour of accepting the recommendations of the Executive Committee.         A brief status update on the capital project was provided, as well as some further context in regard to the challenges being experienced.
		11.2 50th Anniversary Recognition M. Bellows briefed the Board on internal planning discussions to date surrounding RCHS' 50 <sup>th</sup> anniversary celebrations. Given the challenges with timing of upgrades to the Community Centre in Merrickville, it was agreed that plans will be put on hold for now. The Leadership Team will discuss again at their next meeting and will make recommendations to the Chair for how to proceed. The Board agreed that recognizing this milestone anniversary in some way is important for the organization and community, and that planning for the event should be left up to the Leadership Team as an operational accountability.
		11.3 Board Education & Generative Discussion Plan for 2024-25 S. O'Hara briefed the Board on discussions to date regarding planning for education sessions and generative discussions for the 2024-2025 Board year. It was agreed that more dedicated time should be allocated for generative discussions in the coming year. The Board was in favour of sacrificing some time normally allocated to education sessions to allow for generative discussions. It was suggested that the Board alternate between education sessions and generative discussions for the remaining meetings in 2024-2025. In terms of identifying priority areas and topics of focus for the sessions, it was agreed that a survey will be circulated to the Board to collect feedback and ideas. Survey results will be reviewed by the Governance & Nominating Committee, and a draft schedule will be compiled and recommended to the Board in October.

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		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.
		11.4 Advocacy Initiatives & 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.
12.	Meeting Evaluation	The link to the post-meeting online survey was included with the agenda. Board members were encouraged to provide feedback.
13.	Next Board meeting:	Tuesday, October 29, 2024 (in person)
14.	Adjournment	Motion: That the meeting be adjourned at 6:57pmMoved by: C. CummingsCarried.

Approved by:

Signed by: Chris Cummings

Chris Cummings, Board Chair

<u>11/12/2024 |</u> 8:09 AM EST

Date

Juli Heney, Board Secretary

-Signed by:

11/12/2024 | 9:06 AM EST

Date