

Board of Directors Meeting Minutes

Tuesday, January 30, 2024

4:30pm via Zoom

Present:	Christopher Cummings (Board Chair), Juli Heney (Secretary), 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:	Irv Mazurkiewicz (Treasurer), Sandra Shaw (Vice Chair), Christine Joli-Coeur

	Agenda Items	Discussion
1.	Welcome & Land Acknowledgment	Chris Cummings, Board Chair, called the meeting to order at 4:30pm and confirmed quorum is met. He welcomed all in attendance and invited Stefany Kawka to provide a land acknowledgement.
2.	Approval of Agenda	<p>There were no additions or revisions requested to the agenda.</p> <p>Motion: That the RCHS Board agenda for January 30, 2024 be approved as circulated. Moved by: Tim Woods Seconded by: Dorothy Thomson Carried.</p>
3.	Board Education Session – Primary Care in a Community Health Centre	<p>Tracey Fuller, Manager, Community Programs, provided an overview of RCHS's Community Programs including Diabetes Education, Telemedicine Services, Chiropody/Foot Care, and Community Dietitians.</p> <p>Highlights of the presentation included:</p> <p>Diabetes Education Program</p> <ul style="list-style-type: none"> • Formerly named "Rideau Valley Diabetes Service" and rebranded in 2019. • There are currently 8.2 FTE staff members including Registered Nurses and Registered Dietitians, all of which are Certified Diabetes Educators. • The program has formed many partnerships which include Family Health Teams (FHTs), physician offices, and hospitals among many others. • The team offers many appointments in "team" format. • Much work revolves around group programs and cooking demonstrations, group medical visits, and in-service education for other health care providers. • In 2024, the team will be developing a website-based diabetes education program to replace the former remote home monitoring program which will expand access to education and support for those who struggle to find time for in person appointments. <p>Telemedicine</p> <ul style="list-style-type: none"> • Referrals for all provincial programs decreased during the pandemic. • During that time, other technologies and virtual care solutions emerged (such as Zoom Healthcare).

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		<ul style="list-style-type: none"> • The program can support any virtual platform, however there is a common misconception that Telemedicine can only be used through OTN (Ontario Telemedicine Network). • Previous incentives for providers in terms of billing have been removed (following negotiations between the OMA and MOH). • There is a general lack of knowledge of the benefits of Telemedicine. • Due to the low volume of referrals, RCHS Telemedicine Nurses are working on supporting other RCHS programs. • New reporting guidelines are expected in the coming months. • A new project looking at creating a central telemedicine intake program is occurring with a goal to create a “one stop shop” for all providers to refer to virtual care services in LLG. This project would streamline referral processes for providers and would promote the skillset of the Telemedicine Nurses and benefits of the program. It is hoped that the project will promote referrals to the program once again. <p>Chiropody / Foot Care</p> <ul style="list-style-type: none"> • There have been significant staffing challenges for the program. • Currently the program is closed to new referrals due to an extremely long wait list. • There is an abundance of excellent private foot care services available at a cost, however RCHS’ target population is low-income individuals that can’t afford private services. • A regional group led by the OHT has been formed with representation from Family Health Team (FHTs), private providers, home support agencies, and local hospitals with a goal to review regional data including amputation rates, preventative foot screening rates, and hospital usage for foot-related issues. Reviewing the data will enable identification of systemic gaps. • Internally, RCHS is reviewing program eligibility requirements and considering potential changes to ensure access to foot care based on health equity and that individuals who can care for their own feet, do so safely. <p>Community Dietitians</p> <ul style="list-style-type: none"> • There have been some significant staffing issues in 2023-24 for this program. Nurses supporting the Diabetes Education Program have filled in gaps as able. • There is a plan to recruit a 3rd part time Registered Dietitian in 2024-25. • Appointments are available in a variety of formats including in person, virtual, and via telephone. • Many group programs are being held such as Nutrition Drop Ins, Collective Kitchens, Cooking Classes, Intuitive Eating, Craving Change, Kids Cook Workshops • In addition, the team supports many community groups such as Good Food for Healthy Babies, Parent Support Groups, Big Brothers Big Sisters, The Table Community Food Centre, local sports teams, Alzheimer’s Society, CROW, and Newgate. <p>Questions</p> <ul style="list-style-type: none"> • Q: What is the current amputation rate in the region, and how does it compare to province? A: Tracey reported that our region has the 2nd highest incident rate in the province (the first being North). It was noted that there is a trend for higher amputation rates in more rural regions, however it is quite multifactorial. Contributing factors include lack of infrastructure for debridement of wounds, lack of access to appropriate preventative screening, lack of access to affordable foot care services etc). It is hoped that the regional working group being led by the OHT will help to identify where best to focus efforts to decrease the amputation rate.

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		<ul style="list-style-type: none"> • Q: What is the Collective Kitchen Program? A: This is a group program led by our Community Dietitians where clients and community members come together to cook healthy meals in bulk. Participants can take the meals home to their families, and they are often provided to groups such as Big Brothers Big Sisters. The group usually meets in RCHS' commercial kitchen space in Smiths Falls. <p>The board thanked Tracey for her informative presentation.</p>
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	<p>5.1 Board Meeting Minutes – November 28, 2023 5.2 Executive Committee Minutes – January 17, 2024 5.3 Governance & Nominating Committee Minutes – January 9, 2024</p> <ul style="list-style-type: none"> i. Policy: GOV 62 – Board Communications (revised) ii. Policy: GOV 350 – Board Mentorship (new) <p>5.4 Finance & Audit Committee Minutes – January 25, 2024</p> <ul style="list-style-type: none"> i. Policy: GOV 303 – Purchasing Card (revised) <p>Motion: That the consent agenda and items contained therein be approved as presented. Moved by: Bridget Bygrave Seconded by: Sharon O'Hara Carried.</p>
6.	Committee Reports & Action Items	<p>Committee Chairs were provided an opportunity to present highlights of discussions and actions at recent committee meetings.</p> <p>6.1 Executive Committee – Chris Cummings, Chair</p> <ul style="list-style-type: none"> • The Committee discussed rationale and need for the Past Chair position, as well as multiple Vice Chair positions and agreed that the Past Chair position is not necessary, and that one Vice Chair position is sufficient. Bylaws and policies will be updated to reflect these changes over the next several months. • The Committee debriefed on the meeting with the Perth and Smiths Falls Hospital Board which will be discussed later in the meeting. • Annual Board retreat topics were discussed. Both C. Cummings and M. Bellows met with Tamarack Institute yesterday to discuss options and content for a potential governance-related education session as the focus of this year's retreat. <p>6.2 Governance & Nominating Committee – Jackie Lord, Committee Vice Chair</p> <ul style="list-style-type: none"> • As part of the ongoing review and updating of the corporate Bylaws, the committee discussed the composition of the Board. Following input from legal counsel, the committee has agreed to recommend that the target number of Directors on the Board should be 10. This should be a sufficient number to meet the Board's legislative and fiduciary accountabilities. The Board could flex up to 12 or down to 8 Directors as needed. Going forward, the Governance & Nominating Committee will aim to achieve the target of 10 Directors through attrition, as time progresses. • There will be no active Director recruitment campaign this year as no vacancies are anticipated. The time usually dedicated to recruitment efforts will be used to modernize recruitment practices, including development of an

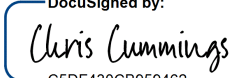
	Agenda Items	Discussion
		<p>online application form (as opposed to requiring candidates submit a resume) with the aim to create a more inclusive and open recruitment process.</p> <ul style="list-style-type: none"> Regarding timelines for recommending amendments to the corporate bylaws, the Committee's goal is to have all recommendations compiled to present to the Board at the March meeting for input and feedback. The final, revised version will be approved by the Board at the May meeting, and ready for approval by the Membership at the Annual General Meeting in June. <p>6.3 Finance & Audit Committee – Dorothy Thomson, Committee Vice Chair</p> <ul style="list-style-type: none"> The Committee reviewed the 3rd quarter financial statements in detail. It was highlighted that the Community Accountability Planning Submission (CAPS) process is not required this year. Ontario Health East will roll the organizational and financial targets included in the 2023-2024 Multi-Sector Service Accountability Agreement (M-SAA) into 2024-2025. <p>6.4 Capital Development Committee – Chris Cummings, Chair</p> <ul style="list-style-type: none"> No meeting occurred in January. A detailed project update was circulated to the Committee via email and was included in the CEO report. The current project focus centers around space requests (BC_6 of the Business Case). The team is currently working through the space negotiations with the partners and Ministry of Health (MOH), which will take some time to solidify over the next several weeks. The project team continues to work ahead as able and are prepared to submit the next section of the Business Case when enabled by the MOH.
7.	CEO Report	<p>Michele Bellows, Chief Executive Officer, referred members to her written CEO report which was included in the meeting package. The following was highlighted:</p> <ul style="list-style-type: none"> The Alliance for Healthier Communities has circulated dates for its annual conference, “Co-designing the Future of Primary Health Care”, to be held on June 5th and June 6th in Toronto. The Executive Committee will be looking at the budget and will put a call out to Board Members for interest in attending. Two members of the Primary Care Team attended the Queens University Job Fair in January. The event was a great success and provided an opportunity for front-line staff to promote the CHC Model and raise awareness of career opportunities at RCHS. The newly developed Inclusivity, Diversity, Equity, Anti-Racism, and Anti-Oppression Framework (IDEAA) which was previewed by the Board in November is in its final iteration prior to finalization. Thanks to Juli Heney for her input and expertise as the final refinements to the new framework are made. It was reported that Community Home Support Lanark County (CHSLC) has notified RCHS that it does not intend to proceed with an integration at this time. CHSLC and RCHS will continue working closely together and will maintain the solid partnership which has been built over many years, continuing to jointly support clients and the community.
8.	Board Chair Report	<p>Chris Cummings, Chair, provided a brief verbal report to the board. He noted that he has met with MPP John Jordan (MPP for Lanark-Frontenac-Kingston) several times and has provided Mr. Jordan with updates on the capital project business case progress, and advocate for continued Ministry support in terms of advancing to the next stage.</p>
9.	Break	<p>Board members were provided with a short break.</p>

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10.	Business Requiring Decision of Board	<p>10.1 Approve 2023-2024 Q3 Financial Statements A. Caron referred Board Members to the detailed financial summary and financial statements for the period April 1st, 2023 to December 31st, 2023 which were included in the meeting package, and provided a brief overview. The Finance & Audit Committee reviewed the statements in detail at its last meeting and has recommended approval by the Board. No further questions or comments were raised.</p> <p>Motion: That the Board approve the Q3 Financial Statements for the period ending December 31, 2023 as recommended by the Finance & Audit Committee. Moved by: Dorothy Thomson Seconded by: Sharon O'Hara Carried.</p> <p>10.2 Approve Tender for Audit Services 2024-2025 (RFP) A. Caron referred Board Members to the draft Request for Proposals (RFP) document which was included in the meeting package. She noted that as 2023-2024 is the last year of the current contract with the organization's audit firm, KPMG, the Finance & Audit Committee (FAC) is entering into a tender process for audit services, commencing for the fiscal year beginning April 1, 2025. Proposals will be received until March 1st, 2024, which will then be reviewed and evaluated by representatives from the FAC and Management. Following interviews with interested firms, a recommendation for the successful firm will be made by the FAC to the Board, and then forwarded to the AGM in June for approval by the Membership.</p> <p>It was noted that there should be a statement included in the RFP document requiring firms submitting proposals to identify processes in place to safeguard RCHS documents and related remediation strategies in the event of a breach.</p> <p>Action: A. Caron will amend the RFP document to include a requirement for firms submitting proposals to identify processes in place to safeguard RCHS documents and related mitigation strategies in the event of a breach.</p> <p>Motion: That the Board approve the amended RFP for Audit Services for 2024-2025 as recommended by the Finance & Audit Committee. Moved by: Dorothy Thomson Seconded by: Bridget Bygrave Carried.</p> <p>10.3 Approve 2023-2024 CEO Performance Evaluation Process & Timelines</p> <p>C. Cummings reported that the Executive Committee reviewed the process and timelines for the annual CEO performance evaluation at its last meeting and referred members to GOV 31 – CEO Performance Evaluation which was included in the meeting package for information. Annually, the Board evaluates the CEO's performance based on progress towards achievement of the CEO performance objectives which are set by the Board in May each year. In addition, a 360 review is conducted biannually which evaluates the CEO's leadership style and competencies, through feedback from Board Members, staff, management, and external partners. It was noted that this year, the Board is scheduled to conduct the 360 review in addition to the CEO objectives evaluation.</p>

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		<p>M. Bellows will present her year-end status report on progress towards achievement of the 2023-2024 CEO performance objectives to the Executive Committee and Board in March. The performance evaluations will be circulated to all board members and other participants in early April. Results will be compiled for review by the Board Chair, and final outcomes will be presented to the Board in May. There were no questions or concerns raised regarding the established process or timelines.</p> <p>Motion: That the Board approve the 2023-2024 CEO performance evaluation process as per GOV 31 – CEO Performance Evaluation. Moved by: Tim Woods Seconded by: Dorothy Thomson Carried.</p> <p>10.4 Meeting with Perth & Smiths Falls District Hospital Board C. Cummings provided an update regarding further conversations following the joint meeting which occurred between the RCHS Executive Committee members, and the Perth & Smiths Falls District Hospital Board (PSFDH) Executive Committee members in November 2023. The request for a meeting came from the PSFDH Board Chair to open discussions on whether the two organizations should consider developing a more formalized relationship. Following the joint meeting, the CEOs of both organizations met to discuss what a formalized relationship could look like. As a result, the recommendation made was to continue with an informal relationship, recognizing both organizations as strong partners in the local healthcare system. Both organizations will remain open to discussion and collaboration as required.</p> <p>Discussion ensued regarding potential joint advocacy with other organizations which have similar missions and funding structures (such as other area CHCs). The Executive Committee will continue discussions on what this could look like and will identify areas of opportunity for recommendation to the Board.</p>
11.	Business for Discussion & Information	<p>11.1 2024-2025 Operational Plan Preview M. Bellows referred Board Members to the draft operational plan for 2024-25 which was included in the meeting package. The plan is currently in development and will be finalized for approval by the Board at the end of March. A high-level summary was provided which outlined objectives and activities planned for 2024-2025, which have been developed to support the organization’s strategic priorities. A robust engagement session with all staff took place in December, which has helped guide the directions for the coming fiscal year.</p> <p>11.2 Alliance Call for Resolutions Background information related to the Alliance for Healthier Communities’ annual call for resolutions has been circulated to management and the board. Resolutions brought forward at the Annual General Meeting every year help support the collective work of member organizations to advance health equity through comprehensive primary health care and is a way to come together and call for collective action on important issues. It was noted that there is currently no plan for RCHS to submit a resolution for consideration. Typically, when the published resolutions are circulated in April, management will submit recommendations to the Board to help inform voting at the Alliance’s Annual General Meeting, which the Board Liaison attends to represent the Board and organization.</p> <p>11.3 RCHS’ 50th Anniversary M. Bellows reported that 2024 marks RCHS’ 50th anniversary. The organization was incorporated in 1974 as the Merrickville District Medical Centre and was recognized as Ontario’s first rural Community Health Centre in 1984.</p>

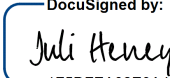
	Agenda Items	Discussion
		Management will be discussing opportunities to promote this milestone anniversary at various community events and internally. Board members were encouraged to provide input on how best to recognize the anniversary at the 2024 Annual General Meeting. Several suggestions were discussed including potential interviews on local television or radio programs, and a potential call out to community members and clients for their stories and experiences with RCHS.
12.	Meeting Evaluation	The link to the post-meeting online survey was included with the agenda. Board members were encouraged to provide feedback.
13.	In-Camera Session	None required.
14.	Next Board meeting:	Tuesday, March 26, 2024 at 4:30pm (via Zoom)
15.	Adjournment	Motion: That the meeting be adjourned at 6:16pm. Moved by: Juli Heney Carried.

Approved by:

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Chris Cummings, Board Chair
 4/18/2024 | 8:19 AM EDT

Date

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Juli Heney, Board Secretary
 4/18/2024 | 9:48 AM EDT

Date