

**Meeting of the BQWCHC Board of Directors
Minutes
November 29, 2018**

PRESENT: Sandie Sidsworth, Brad Harrington, Wendy Osborne, James Huff, Kim Egan, Lorrie Heffernan, Kathy Baker, Gerry Watts, Scott Robertson

REGRETS: Dawne Brown

GUEST: John Kapov, Primary Consultant, Kasian

STAFF: Sheila Braidek

RECORDER: Diana Hancock

ITEMS	ACTION
<p>1 Call to Order and Confirmation of Quorum Sandie welcomed everyone, called the meeting to order and confirmed quorum.</p>	
<p>2 Conflict of Interest None</p>	
<p>3 Approval of Agenda Request that Board director nomination be added to agenda.</p> <p>MOTION 2018-11-01 Motion to approve revised agenda</p> <p>MOVED BY: Gerry Watts SECONDED BY: James Huff OUTCOME: Carried</p>	
<p>4 Nomination James provided a brief history of Board nominee Scott Robertson highlighting his community service and career in Hastings County.</p> <p>MOTION 2018-11-02 Motion to appoint Scott Robertson to the BQWCHC Board of Directors.</p> <p>MOVED BY: James Huff SECONDED BY: Gerry Watts OUTCOME: Carried</p> <p>Scott Robertson was invited into the Board meeting and warmly welcomed by all.</p>	

5	<p>Approval of Minutes from September 27 and October 25, 2018</p> <p>MOTION 2018-11-03 Motion to accept Minutes from September 27 and October 25, 2018</p> <p>MOVED BY: Brad Harrington SECONDED BY: James Huff OUTCOME: Carried</p>	
6	<p>Capital Submission</p> <p>For Board members who were unable to attend the November 22nd Capital Committee meeting, Sheila invited John Kapov, our Prime Consultant from Kasian to walk the Board through the basic architectural components of the Catherine Street site. John provided a PowerPoint presentation that included artist renderings of the building, site landscape, parking space, floor plans and colour palettes.</p> <p>Q&A & Comments</p> <ul style="list-style-type: none"> • <i>Who is the owner/operator of the site?</i> BQWCHC • <i>What kind of lighting are we using?</i> LED • <i>How much disruption to staff and clients would there be if we add on more space in the future?</i> Considerable, it would have to be done in stages. • Of note, review outlets for VOIP – 2 data drops are required at each location (not 1) <p>Sandie thanked John for his presentation. He left the meeting at 6:10 pm. Sheila then walked the Board through the 4.1 Submission process. Highlights included:</p> <ul style="list-style-type: none"> • Differential between the new 4.1 versus 3.2 is an additional \$1.3 million (roughly 3.5%). Variance is due in part to additional construction of \$56,000 (Ministry won't pay for anything outside of our property line). • We have to fund all additional costs. Possible options are to ask <ul style="list-style-type: none"> ○ City to donate (pay the cost for sewers) ○ TMH Foundation for a portion and ○ Parrot Foundation for a portion. • \$20K for remediation of soil contamination • \$13K ancillary costs • Other consultant costs could be additional surveying – we don't know what they are – number may go down if we don't need it. • The equity of the current site goes back to the MOH <p>Stage 4.1 must reflect all costs for the project – cost of land, feasibility study, environmental assessment – we are waiting on revised hydronic heating system.</p> <p>Once we receive approval on 4.1 and can proceed to 4.2 we will have better insight after tender. Approvals will have to be adjusted.</p> <p>Assuming 4.1 is submitted by mid-December, timeline is as follows: 8 week turnaround from MOH, response by late February, prequalify vendors in March and get the tender out in March – so by May/June we have shovels in the ground.</p>	

Looking at completion/move-in date in Fall 2020

Architect manages the tender process. Recommendation from architect will come back to this Board. The Ministry will have to authorize us to award the tender contract with the General Contractor and go from there

The cost sharing agreement is a restatement of the budget in the Ministry's preferred format. It includes all taxes and establishes that there are caps – there is a max for costs – i.e. prime consultant cannot exceed 8%

Q&A & Comments

Under 2.17 Why is commissioning at \$0?

IT and Security contractors – they are now at \$0 (included) - be careful going forward

Does the ministry hold all funds – 10% (\$1.4 million)? We will be able to secure a line of credit but the interest charges will be a cost to us.

Would a Building/Capital Board sub-committee be helpful to the ED?

MOTION 2018-11-04

MOTION to approve the 4.1 Capital Submission to MOHLTC

MOVED BY: Kathy Baker

SECONDED BY: Lorrie Heffernan

OUTCOME: Carried

MOTION 2018-11-05

MOTION to approve the Capital Cost Sharing Agreement

MOVED BY: Kim Egan

SECONDED BY: Wendy Osborne

OUTCOME: Carried

7.1 Committee Reports**MOTION: 2018-11-06**

MOTION to approve the following minutes of Committee meetings:

Community Advisory Committee Oct 10

Executive Committee minutes of Oct 12 Governance

Committee minutes of Oct 16

Finance Committee minutes of Oct 23

QARM Committee minutes of Oct 24

MOVED BY: Kim Egan

SECONDED BY: James Huff

OUTCOME: Carried

Christine Durant has resigned from the Board and Community Advisory Committee.

Dawne Brown is currently on leave. We need 1 more board member.

Board members to consider the possibility of an ad hoc committee for Building at next meeting

MOTION: 2018-11-07

Motion to accept Q2 Financial Statements ending September 30, 2018

MOVED BY: Wendy Osborne

SECONDED BY: Kim Baker

OUTCOME: Carried

MOTION: 2018-11-08

MOTION to accept the Q2 Performance, Quality, and Occurrence reports

MOVED BY: Lorrie Heffernan

SECONDED BY: Kathy Baker

OUTCOME: Carried

7.2 ED Performance Review**MOTION: 2018-11-09**

MOTION to approve the draft policy on ED Performance Review Process

MOVED BY: Wendy Osborne

SECONDED BY: James Huff

OUTCOME: Carried

MOTION: 2018-11-10

MOTION to move the meeting in-camera to discuss the Executive Performance Appraisal and Compensation

MOVED BY: Wendy Osborne

SECONDED BY: Brad Harrington

OUTCOME: Carried

MOTION: 2018-11-11

MOTION to move the meeting out of in-camera.

MOVED BY: Wendy Osborne

SECONDED BY: Gerry Watts

OUTCOME: Carried

7.3 Policy re Dissolution

This comes to the Board through Executive and Finance Committees. It is part of the accreditation process, there needs to be a policy.

MOTION: 2018-11-12

MOTION to accept Policy re Dissolution

MOVED BY: Wendy Osborne

SECONDED BY: Lorrie Heffernan

OUTCOME: Carried

7.4 Risk Management

MOTION: 2018-11-13

MOTION to approve the 18/19 Risk Management Framework

MOVED BY: Lorrie Heffernan

SECONDED BY: Kathy Baker

OUTCOME: Carried

This initiative came up through QARM. There is a need to have a bi-annual risk management framework in place. The belief is the 4 areas are things we think will be in play over the next while and need to be mindful of.

8 President's Report

Sandie provided a brief overview speaking to the Capital planning committee meeting of Nov 22, reaching out to Dawne Brown who has taken a medical leave of absence and the resignations of Christine Durant and Christine Chomyn which now leaves us with 2 vacancies on the Board.

Possible candidates:
Deborah Hierlihy (PEC)
Brandi Hodge from United Way

Sheila to reach out to both candidates

	<p>MOTION 2018-11-14 MOTION to accept the President’s Report</p> <p>MOVED BY: Wendy Osborne SECONDED BY: Kim Egan OUTCOME: Carried</p>	
<p>9</p>	<p>Executive Director’s Report</p> <p>Sheila spoke to the 3 main issues in the November Report</p> <ul style="list-style-type: none"> • Health Reform - Home & Community Care Integration with Primary Care We are considering full integration at this time. If we do it, it’s about their employee working out of our office space servicing their clients. • CAPS We have submitted our CAPS to the LHIN with our status quo budget – what activity And staffing we have and what we will be able to do over the next fiscal year. We will have an opportunity to make some changes and will bring it to the Board in January as it must be approved by the board for March. • Back Office We’ve been asked by the SELHIN to provide HR, Finance and Administration support to the Sexual Assault District of Quinte & District, funded by multiple agencies. They are not looking to merge but are in need for a strong agency to take on the full administrative function. We will be meeting with them re their needs. The comment was made if the MSAA is oversight – there could be liability associated with the services. <p>MOTION: 2018-11-15 MOTION to accept the Executive Director’s Report and Board Legislative & Reporting Compliance Reports for October and November</p> <p>MOVED BY: James Huff SECONDED BY: Brad Harrington OUTCOME: Carried</p> <p>Telus Agreement Electronic Health Record (we currently have an agreement to use NOD). We are moving towards Practice Suite Solutions through Telus and the Alliance. The rates remain status quo. After 3 years, we can expect an increase. It will meet our operational needs. It seems to be a popular application among primary care providers – looking at a future for sharing information more easily is a win-win.</p> <p>MOTION: 2018-11-16 MOTION to approve BQWCHC contract with Telus for our EMR</p> <p>MOVED BY: Lorrie Heffernan SECONDED BY: Gerry Watts OUTCOME: Carried</p>	

<p>10</p>	<p>Other Business</p> <p>10.1 <u>Alliance Liaison Report</u></p> <p>MOTION: 2018-11-17 Motion to appoint Gerry Watts as BQWCHC Board Liaison to the AHC for a two-year term.</p> <p>MOVED BY: Kim Egan SECONDED BY: Wendy Osborne OUTCOME: Carried</p> <p>10.2 <u>Board Meeting Structure</u> – more conversation later</p> <p>10.3 <u>Board Development</u></p> <p>Sheila spoke to reviewing the Finance Policies in January 2019. Major fund raising – we do have a policy but the Finance Committee has determined it needs to be supplemented by some additional policies – i.e. gift acceptance policy. We don't have a big fund raising strategy so as we go forward we might want to think about having some policies in place. Sheila will attend 100 Women on Dec. 5.</p>	
<p>11</p>	<p>Next Meeting Thursday, January 31, 2019 @ 5:30 pm in Belleville</p>	
<p>12</p>	<p>Adjournment Meeting was adjourned at 7:20 p.m.</p>	

X _____
President

X _____
Secretary