

**BQWCHC Board of Directors
Minutes of May 30, 2019
Belleville**

PRESENT: Wendy Osborne, Kathy Baker, Gerry Watts, Deborah Hierlihy, Dawne Brown, Scott Robertson, James Huff, Sheila Braidek

REGRETS: Sandie Sidsworth, Brad Harrington, Lorrie Heffernan, Kim Egan,

Guests: Mike McMurray, Welch LPP

Recorder: Janine DeVries, Executive Assistant

OPEN MINUTES

ITEMS	ACTION
<p>1 Call to Order AND Confirmation of Quorum</p> <p>NOTE: Both the President and Vice President sent regrets for today's meeting. S. Sidsworth asked J. Huff, Secretary, to Chair the meeting in her absence.</p> <p>J. Huff noted that S. Robertson will be joining the meeting late.</p> <p>The meeting was called to order at 5:35 p.m. and quorum was confirmed with 7 members in attendance.</p>	
<p>2 Conflict of Interest None reported</p>	
<p>3 Approval of Agenda & Notes</p> <p>Agenda and Agenda notes were provided in the Board package.</p> <p>MOTION 2019-05-01 MOTION To accept the Agenda for the May 30, 2019 meeting MOVED BY: G. Watts SECONDED BY: W. Osborne All in Favor: Yes OUTCOME: Carried</p> <p>Discussion/changes noted: Noted as Deferred: President Report (no report or motion) The Executive Director will speak to the MPP T. Smith updates under her report (Item 9).</p>	
<p>4 2018-19 Auditor's Report and Financial Statements</p> <p>Treasurer W. Osborne, welcomed Mr. McMurray from Welch LPP to the Board meeting and noted that the materials being discussed were shared in the Board package.</p>	

	<p>Mr. McMurray presented the 2018-19 Financial Statements to the members providing an in-depth overview of each area in the report.</p> <p>Highlights / Comments:</p> <ul style="list-style-type: none"> • Mr. McMurray noted there was a Change in the Audit report presentation from last year with the 2nd page focusing on the essentials that is required by the Auditor and reordered to have the Opinion at the beginning. • The audit determined no areas of organizational risk to report other than the potential risk regarding the Capital project funding. It is suggested that the ED and Finance Committee pay close attention to the cash flow during the build phase. An added disclosure was noted in the report due to the donation of land. • Regarding Governance Subsidy repayable – this is mostly related to the unused physician surplus and the oversight of how the money is reallocated. Eg. we have a gap in physician FTE’s – over the years, the CHC has requested from its funders (SE LHIN) reallocation of the physician surplus to fund other projects and/or upgrades. • Changes in government – it is not expected that the audit process/format will change due to the changes in government but the Finance Committee discussed this and a note has been added to cover this issue and the possible changes to funding structure for chc’s. <p>Mr. McMurray presented the 2018-19 Audit Report to the members providing an in-depth overview of each area in the report.</p> <p>Highlights / Comments:</p> <ul style="list-style-type: none"> • Required to confirm that there were no subsequent events from the time of the draft and the approval of the Report • No uncorrected miss-statements to report • No issues with policies or processes to report • Not issues with management support to report – Welch LPP staff received great assistance from the CHC staff and management • Important to note to the Board that, due to the Clean Report, Welch LPP did not prepare a management letter for this year as it was not needed. <p><i>At this time, the Executive Director was asked to leave the meeting for the in camera discussion with Auditor.</i></p> <p>MOTION 2019-05-02</p> <p>MOTION to Move In Camera with Auditor</p> <p>Moved by: W. Osborne</p> <p>Seconded by: G. Watts</p> <p>All in Favor: yes</p> <p>Outcome: Carried</p>	
	<p>In Camera Sessions – Recorded Separately</p> <p>Note: Separate In Camera minutes from Open minutes for approval/filing.</p> <p>Note: Minutes sealed in envelop for filing</p>	
4	<p>Rise and Report from In Camera Session</p> <p>On behalf of the Board, W. Osborne thanked Mr. McMurray for joining the meeting.</p>	

	<p>S. Braidek was asked to rejoin the meeting and asked if there were any concerns she wanted to share about the auditor report and/or the auditors experience with the Centre.</p> <p>Comments:</p> <ul style="list-style-type: none"> • S. Braidek reported no concerns to either the process or the report. • Regarding the cash flow issues and the 5% hold-back – the ED and Director of Finance will be diligent in overseeing the cash flow activities and will be sure to raise any concerns to the Board accordingly. W. Osborne noted that the Finance Committee has every confidence that we will be able to work around the issue however will keep the board informed on a regular basis. • S. Braidek noted that she will be reaching out to other CHCs who have had recent Capital projects, to find out how they managed their Capital funding and the 5% hold back – this will help with developing a plan for BQW. One approach is to seek out a benefactor to support the financial gap during the build phase – S. Braidek will do the early research to support the discussion and options for the Board to consider. • R. Snow has developed a cash flow chart that will be formally reviewed and followed closely with finance <p>MOTION 2019-05-04 MOTION to accept the 2018-19 Auditor’s Report and Financial Statements as presented for presentation to the AGM on June 24, 2019. Moved by: W. Osborne Seconded by: D. Brown All in Favor: Yes Outcome: Carried</p> <p>The Treasurer will present the Audit Report at the AGM and will be asking for a Motion to appoint the Auditors for 2019-20 (further information on process can be reviewed in finance meeting minutes)</p> <p>NOTE: S. Roberson joined the meeting at this time.</p>	
5	<p>Consent Items</p> <p>Reminder: These are the usual items that require Board approval or acceptance. One motion will be made to <u>receive</u> the (unapproved) committee minutes and their recommendations, and a second motion will be made to <u>approve</u> general items such as Board minutes as well as reports or other items as appropriate.</p> <p>Pulled from Consent items below (Committee Minutes): None</p> <p>MOTION 2019-05-05 MOTION to receive the following Consent items and accept their recommendations:</p> <ul style="list-style-type: none"> • Committee Advisory Committee minutes of May 8/19 • Executive Committee minutes of May 10/19 • Governance Committee minutes of May 21/19 • Finance Committee minutes of May 23/19 	

	<p>MOVED BY: D. Hierlihy SECONDED BY: W. Osborne All in Favor: Yes OUTCOME: Carried</p> <p>Questions/Comments raised from above Consent items:</p> <ul style="list-style-type: none"> • CAC Minutes – correction to Housing report: Affordable Housing Group of the Poverty Roundtable - Hastings Prince Edward • Regarding the Board Evaluation Survey – it was noted that not all members participated (D. Hierlihy noted that she didn't have enough experience to participate) but overall there were good results. More will be discussed on this topic in Item 10 on agenda. <p>Pulled from Consent items below (General): None.</p> <p>MOTION 2019-05-06 MOTION to approve the following Consent items:</p> <ul style="list-style-type: none"> • Board minutes of April 25, 2019 (with changes noted) <p>MOVED BY: W. Osborne SECONDED BY: K. Baker All in Favor: Yes OUTCOME: Carried</p> <p>Questions/Comments raised from above items:</p> <ul style="list-style-type: none"> • Correction to Minutes - Other business – Item 9.4 – G. Watts will not be attending the Alliance Conference <p>To note: In Camera Board Minutes will be approved as a separate item and done so in In Camera Sessions going forward.</p>	
6	<p>Consent Items Arising None</p>	
8	<p>President's Report</p> <p>NOTE: Due to absence of Chair the President's Report will be deferred as will the Motion. Update on letters and discussion with MPP T. Smith will be shared in ED Report</p>	
9	<p>Executive Director's Report Executive Director's report circulated in the Board package. Topics noted in report:</p> <ul style="list-style-type: none"> • Transgender Health Care • Adverse Childhood Experiences (ACES) • Health System Report – OHT • Public Health • Capital • HUB • Meetings with MPP Smith • HR • Privacy and IT Policy Reviews 	

Meetings with MPP T. Smith

S. Braidek provided an update on the meetings she, S. Sidsworth and B. Harrington had with MPP T. Smith on May 22nd. Discussed was the two briefing notes re: Capital and Cuts – both included in the board package. The bulk of the engagement was focused on the HUB issues and seeking MPP Smiths commitment to support the momentum in the community and with the powers that be. Overall, He was supportive and curious about the design and community interest and was pleased to hear that we are still on track with a May 2020 ribbon ceremony.

Also discussed was the issues relating to funding cuts – our overall message was our concern with differential impact on the marginalized populations. Overall, he was interested in our thoughts and the CHCs perspective.

S. Braidek reminded the board that they still had the option to extend the invitation for him to attend a future meeting – opportunity for continuing our messaging.

Regarding the OHT update

There were 175 readiness assessments submitted. A response is expected on Monday of who will be invited to submit a full OHT submission however, delays are expected due to number of readiness submissions.

The Quinte OHT has four meetings planned over the next few weeks to continue the work in anticipation of being asked/invited to submit a full submission. There is lots of discussion of the roles of power and how this informs building collaborative and relationships going forward. There will be very tight timelines for turnaround for final submission (if invited).

The SE LHIN sent a letter to the Ministry (copying all agencies) noting their support for the SE Region Submission. There has been lots of reaction to letter – mostly regarding the messaging and a general feeling that Mr. Huras should be supporting all groups or none.

The board discussed the added workload that the OHT initiative will have on the Executive Director and acknowledged that this will impact on other project of the CHC such as the Capital project. S. Braidek is the Secretary for the QuinteOHT group – she noted that the group will be reaching out to an externa person to assist with logistics – this will help with workload. Regardless of what happens with readiness application, there will be a necessity to keep the momentum for the group with a focus on a new approaches to collaboration. S. Braidek noted that there is a benefit for the CHC to take the lead as working towards better collaboration is part of the role of a CHC.

The Board asked how they could provide support from a governance perspective. S. Braidek acknowledged the support of the board and the impact of their input to discussion. The struggle is how to use the Board effectively during the process – the current work being done is very operational therefore boards are not yet being involved. That being said, the next stage will require governance input and oversight as

	<p>they moved into the implementation stages. She will keep the board informed of timelines and will request assistance from the board when it's appropriate and required</p> <p>Regarding ACES S. Braidek provided an overview of the new initiative and noted that in Primary Care practice there is fulsome discussion on how to use the ACES structure in our practices going forward. The ACES structure allows a different approach to providing primary care - Trauma-informed practice puts the experience of the child at the front of the care and support provided.</p> <p>ACTION S. Braidek to share ACES states with members</p> <p>MOTION 2019-05-11 MOTION to accept the Executive Director's report as presented. MOVED BY: W. Osborne SECONDED BY: D. Brown All in Favor: Yes OUTCOME: Carried</p>	
10	<p>Other Business Discussion – recognizing time, board agreed to defer the following items:</p> <ul style="list-style-type: none"> • Board Retreat • Board Development <p>10.1 Board Evaluation</p> <p>Reference A-16 and 17 for details</p> <p>Discussion / Comments highlights: On behalf of Brad, Chair of Governance. S. Braidek provided a brief overview of the Board Evaluation report provided in the package. There was a high level of response which showed an overall improvement from last year.</p> <p>Two main areas to address are:</p> <ul style="list-style-type: none"> • Criteria to recruit and select new board members • Improving individual effectiveness when non-performance is an issue <p>Regarding board recruitment – Governance is looking at filling the gaps of skill sets on the board (representation from youth, indigenous an legal) while keeping in mind that the “lived experience” is also important – it’s about finding the right balance for the needs of the board and the organization.</p> <p>Regarding Board nonperformance – there is a process in the governance policies – nonperformance is address by the Board Chair and a conversation is had to decide if the member is still a fit – there is also a process for improvements through mentoring and coaching specific to situation.</p> <p>A comment was made regarding the Executive Committee – the comment noted disagreement with the use of the committee and that it was not following good governance practices. The comments and discussion give pause to the need for</p>	

reflection on the purpose of all the committees. This was discussed at Governance with a focus on ensuring that the Executive Committee was not making independent decisions and to address the perception that this committee is pre-determining the boards work. There isn't a prescribed best practice for not for profit Executive Committees - the Board can choose to change the by-laws to remove an Executive Committee if this is wish of the full board. The terms of reference of the Exec committee shows that it is not a decision making committee – it's more about directing traffic and a sounding board for board chairs to move items forward.

MOTION 2019-05-12

MOTION to accept the 2018-19 Board Evaluation Report as presented.

MOVED BY: K. Baker

SECONDED BY: G. Watts

All in Favor: Yes

OUTCOME: Carried

10.2 Board Development - Deferred

10.3 Board Retreat – Deferred

10.4 Alliance For Healthier Communities

Resolutions - Reference A-19 and 20 for details

G. Watts, Alliance Board Liaison

Comments from recent Webinar – there was an emphasis on harm reduction practices and education on decriminalization of drug use and drug use and harm reduction practices. Uphill fight with current government but lots of work being done in the province. More information in the Board to Board report.

MOTION 2019-05-13

MOTION to vote in favour of concurrence for all advance resolutions submitted for consideration to the Alliance for Healthier Communities AGM.

Moved by: G. Watts

Seconded by: D. Brown

All in Favor: yes

Outcome:

Noted as a Unanimous vote

MOTION 2019-05-14

MOTION to authorize Wendy Osborne as BQWCHC voting delegate and Brad Harrington as alternate voting delegate to the Alliance for Healthier Communities 2019 AGM

MOVED BY: D. Hierlihy

SECONDED BY: D. Brown

All in Favor: Yes

OUTCOME: Carried

Action: G. Watts to send his report to members for information and suggestion to include in package under consent in future.

11	<p>Check-in and Next Meeting</p> <p><i>Monday June 24th at BELLEVILLE</i></p> <p><i>AGM – 5:00 pm</i></p> <p><i>Board Meeting – 5:30 pm (focus on electing the officers)</i></p> <p><i>Next full board meeting will be in September – summer break in July and August – Executive Director will call a meeting should an urgent item come up that required Boards input / decision</i></p>	
13	<p>Adjournment</p> <p>Scott Robertson moved to adjourn at 7:45</p>	

X _____
President

X _____
Secretary