

**BQWCHC Board of Directors
Minutes of February 27, 2020
Quinte West – Community Kitchen**

PRESENT: Brad Harrington, Lorrie Heffernan, Dawne Brown, Kim Egan, Deborah Hierlihy (via phone), Gerry Watts, James Huff, Sheila Braidek

REGRETS: Scott Robertson, Kathy Baker, Wendy Osborne

Recorder: Janine DeVries, Executive Assistant

OPEN MINUTES

ITEMS	ACTION
<p>1 Call to Order AND Confirmation of Quorum</p> <p>NOTE: Brad Harrington, Vice President, will chair tonight’s meeting.</p> <p>The meeting was called to order at 5:35 pm and quorum was confirmed with 7 members in attendance.</p> <p>To note: D. Hierlihy joined by phone</p>	
<p>2 Conflict of Interest None reported</p>	
<p>3 Approval of Agenda & Agenda Notes</p> <p>Agenda and Agenda Notes for February 27, 2020 were reviewed.</p> <p>MOTION 2020-02-01 MOTION To accept the Agenda for the February 27, 2020 meeting as revised. Moved by: G. Watts Seconded by: K. Egan All in Favor: Yes Outcome: Carried</p> <p>Changes:</p> <ul style="list-style-type: none"> - Noted that the Governance Minutes and Membership recommendations will be pulled and moved to Item 7 Membership Issue - Generative Discussion – Deferred 	
<p>4 Program Presentation - Coronavirus Risk Management Update Christanne Lewis, Director of Programs and Services</p> <p>Handout on BQWCHC Status and Update provided to members Highlights:</p>	

	<ul style="list-style-type: none"> • HPE Public Health is our primary contact for current information and screening procedure requirements • Updates are made daily according to “situation reports from MOH, HPE and WHO • We have daily check-ins with our team and staff are informed of all necessary information and updates regularly • Active and passive screening is being done at reception and on the phone using screening algorithm tools • Our communication lead is S. Braidek to ensure appropriate authority to overall BQWCHC strategy • Current level of threat is low in our area at this time • RE PPE stockpiling - we currently have enough PPE to carry us in a short term situation <p>WHO Situation report as of Feb 25, 2020</p> <ul style="list-style-type: none"> • Globally 80 239 confirmed cases • China 77 780 confirmed cases (2666 deaths) • Outside of China 2459 confirmed cases / 33 countries / 34 deaths 	
5	<p>Capital Project Overview – Andrew Rodrigues, Senior Project Manager, Colliers</p> <p>Communication plan reviewed: We have developed a communication plan that we will mobilize following the pending announcement. S. Braidek noted the importance of being able to provide information to the Residence surrounding the project site prior to the project commencing. Further, there will be a public meeting to ensure community awareness and offer time for questions. More information about the public meeting will follow and Board members are encouraged to attend. Depending on how late the announcement comes, we will set the ground breaking event accordingly.</p> <p>Highlights of Presentation</p> <ul style="list-style-type: none"> • CHC Capital Planning and Implementation Process – current status and project timeline • Reporting to MOH, Project Status Reports • Procurement and Contractor Payment • Risk Monitoring and Management <ul style="list-style-type: none"> - Pending announcement - anticipating construction to start at the end of March - Pending announcement - project completion and move timelines are looking to be on target at this time - this is subject to adjustment in contract time as provided for the contract documents, attain substantial performance of the work by the 24 day of May 2021. We want/need enough time to complete any deficiencies noted – we have given a buffer of 4 months for addressing deficiencies (May to August 2021) - Project Settlement - When a ministry grant is awarded, only 95% of the grant is released throughout the duration of the project to the HSP – this cash flow is based on construction progress. The other 5% is held back and carried by the 	

	<p>CHC until such time that the project is complete and the settlement and the release of holdback. Discussion will be required as to how the CHC will approach to finance this 5% holdback – noted: The sale of the current site may be leveraged to help with the 5% holdback.</p> <p>Risk monitoring and management</p> <ul style="list-style-type: none"> - Delay in providing the GC with formal approval to mobilize on the project site may result in a delay claim (non-sharable with MOH). - Impact of MOH embargo - Lack of financing by the CHC for the 5% holdback - Delays in payments to the GC may lead to performance issues - Insufficient funds to process payment to the GC - Additional costs for utility connections beyond what is covered in the Cash allowance - Unforeseen site conditions may result in additional work and cost to complete site remediation activities - Delays in existing property sale due to market conditions and potential financial implications for chc based on agreement with MOH 	
6	<p>Consent Items</p> <p>Consent Items – Committee Minutes included in meeting package for acceptance:</p> <ul style="list-style-type: none"> • Finance Committee minutes of Feb 11-20 • Community Advisory Committee minutes of Feb 12-20 • Executive Committee minutes of Feb 14-20 • Governance Committee minutes of Feb 18-20 (Note: recommendations re Election of President are deferred to Board agenda item 9.1) <p>MOTION 2020-02-02 <i>MOTION to receive the Committee minutes of February 2020 <u>and accept their recommendations as listed above.</u></i> <i>Moved by: K. Egan</i> <i>Seconded by: J. Huff</i> <i>All in favor: Yes</i> <i>Outcome: Carried</i></p> <p>Items pulled from Consent (Committee Minutes) for discussion in Consent Items Arising: Gov Committee Item RE Membership will be pulled</p> <p>Consent Items – Board Minutes and General Reports included in meeting package for acceptance:</p> <ul style="list-style-type: none"> • Board of Directors Minutes (Open) – Jan 30-20 • Q3 Financial Statements and Reports • Community Annual Planning Submission (CAPS) 2020/21 • 2019/20 Audit Plan <p>MOTION 2020-02-03 <i>MOTION to approve the Open Board minutes of January 30, 2020 and the general reports as listed above.</i></p>	

	<p>Moved by: L. Heffernan Seconded by: G. Watts All in favor: Yes Outcome: Carried</p> <p>Items pulled from Consent (Reports) for discussion in Consent Items Arising: none</p>	
7	<p>Consent Items Arising (if necessary) Governance Committee meeting – Membership</p> <p>Following up on the discussion on Membership at the January Board meeting, there was general consensus from the board to move towards a closed membership model where the board and the membership are one. Next steps will be to amend the bylaws to reflect this change and to engage our current membership in the discussion/decision to ensure a transparent and open approach to making this change. With regards to changes to the membership model; L. Heffernan noted that Pathways changed its membership model recently and engaged their membership in the discussions – there was very little pushback to the change.</p> <p>The board needs to demonstrate accountability to the community it serves and that community voices are important and heard – on this note, it was discussed that the Community Advisory Committee could be used as the platform for greater community engagement.</p> <p>Next step – J. Huff and B. Harrington will draft a provision change to the Bylaws for further consideration by the Board in March and final amendments presented for approval at the June AGM.</p>	
8	<p>President’s Report</p> <p>B. Harrington noted that the board will use this time as an opportunity to acknowledge the resignation of S. Sidsworth.</p> <p>Due to multiple factors including added responsibilities with her organization, S. Sidsworth resigned from the Board effective February 14, 2020.</p> <p>Sandie’s contributions to the board have been exemplary over the past 8 years. She is a huge supporter of community health and wellness and has been a dynamic, essential contributor to the chc’s overall growth and success.</p> <p>Sandie circulated a letter to the Board recognizing S. Braidek’s admirable support she provided to Sandie and her team during a particularly difficult situation. The board recognized and thanked Sheila for her efforts of continued support.</p>	
9	<p>Executive Director’s Report</p> <p>Executive Director’s report circulated in the Board package. Topics noted:</p> <ul style="list-style-type: none"> • Capital • 2020-21 MSAA • Quinte Ontario Health Team • Ontario Health Teams • Ontario Health 	

	<ul style="list-style-type: none"> • Staffing • Risk Management • Coronavirus • Budget and MSAA • Privacy <p>Supplementary to the written report:</p> <p>QOHT – There was a joint governor’s session held on Feb. 25th with Anne Corbett as the presenter. Slides from this event will be circulated for information and further discussion. From this session, it is evident that we are having the right discussions at this time.</p> <p>OHT – The same presentation by Anne Corbett was presented to the Alliance EL group meeting. Phil Graham (lead of OHTs) was in attendance at this meeting – he provided information about the changes to Home Community Care that suggested a new legislative framework for better care coordination services. On this note, the work of the LHINs have minimized and will be changing at the end of March to focus on Home and Community Care Services only with more “gatekeeping” activities. There will be discussions on expanding the scope of the services as they plan forward.</p> <p>Compliance Report – As requested, this report now included monitoring of HIROC and HOOPP insurance.</p> <p>MOTION 2020-02-04</p> <p style="padding-left: 40px;"><i>MOTION to accept the Executive Director’s Report as presented.</i></p> <p style="padding-left: 40px;"><i>Moved by: J. Huff</i></p> <p style="padding-left: 40px;"><i>Seconded by: D. Brown</i></p> <p style="padding-left: 40px;"><i>All in favor: Yes</i></p> <p style="padding-left: 40px;"><i>Outcome: Carried</i></p>	
10	<p>Other Business</p> <p>10.1 Election of President</p> <p>J. Huff was asked to chair this portion of the agenda</p> <p>Board Roles and Responsibilities</p> <p>Out of the board evaluation (last year) was an ask for more information on roles and responsibilities of the directors. Sheila provided a fulsome overview of the responsibilities including Duty of Care, Fiduciary Obligations as well as the roles of the Officers (President, Vice President, Treasure, and Secretary). She further explained the committees, their membership and duties.</p> <p>Questions/comments</p> <ul style="list-style-type: none"> • It was suggested to change the wording in the presentation to reflect that the board “advises” the ED not “supervises” as “supervise” is to assign duties and may not be appropriate for this situation. • Important to note the level of accountability that is required by the ED to the board as a whole. • Treasure role – it was noted that the treasure must have financial background and acumen/insight to ensure fiscal responsibility – worked experience and or 	

trained knowledge required – best practice refers to have at least one designation on the committee with a trained background

10.1 Election of President

It is the role of the Vice President to cover for the President when necessary (during absences) and to move from Vice President to President when required as part of the Board's succession plan. Typically, this happens at the time of the Annual General Meeting and by vote of the board. The current situation adds pressure to fill the role of President before the AGM therefore, it is recommended that B. Harrington be considered for President immediately for the time period Feb. 14, 2020 to date of the AGM at which time the new slate of officers will be voted in for 2020-2021.

MOTION 2020-02-05

MOTION to elect B. Harrington as President effective immediately until such time as the June 2022 AGM

Moved by: J. Huff

Seconded by: D. Heffernan

All in favor: Yes

Outcome: Carried

Vice President – Vacancy

J. Huff noted that it was the consensus of the board to wait for the March Board meeting to designate a new Vice President to allow time for input and decision making. Board terms will be considered as part of this discussion/process.

Action: For those interested in the officer positions (Vice President and others that open due to this decision), please contact J. Huff before the March board meeting.

It was further noted that there are now 2 vacancies now on the board – The governance committee will be looking at actively recruiting for these vacancies

10.2 MSAA Amending Agreement

Purpose of Amending Agreement - To carry the MSAA forward for a fiscal quarter and to set the stage for transition to Ontario Health.

MOTION 2020-02-06

MOTION to approve the MSAA Amending Agreement to June 30, 2020

Moved by: L. Heffernan

Seconded by: J. Huff

All in favor: Yes

Outcome: Carried

10.3 Alliance for Healthier Communities

Health Equity Charter

Comments/considerations:

Members agreed the language used was not user friendly.

Action: G. Watts and S. Braidek will provide general comments back to the Alliance on behalf of the Board.

	<p>Alliance Membership renewal S. Braidek noted that we have been members with the Alliance since the inception of the CHC; that there are many membership benefits including the important aspect of being a part of this provincial association – especially in today’s environment.</p> <p>MOTION 2020-03-07 <i>MOTION to renew BQWCHC membership with the AHC for 2020-2021</i> <i>Moved by: G. Watts</i> <i>Seconded by: K. Egan</i> <i>All in favor: Yes</i> <i>Outcome: Carried</i></p> <p>Alliance Board to Board For information only</p>	
11	<p>Next Meeting</p> <ul style="list-style-type: none"> • March 26, 2020 • Belleville CHC – Boardroom 	
12	<p>Adjournment Moved to adjourn Moved by: L. Heffernan</p>	

X _____
President

X _____
Secretary