

**Board of Directors**  
**Belleville & Quinte West Community Health Centre**  
**Thursday May 30-2024**

**OPEN MINUTES**

**DATE:** Thursday May 30-2024

**TIME:** 5:30 PM

**LOCATION:** Quinte West with Virtual Option

**Members:** James Huff, President; Kim Egan, Vice President; Mary Lynne Forestell, Treasurer; Scott Robertson, Secretary; Frank Hiebert, Director; Patricia Sukha, Director; Jae-Marie Ferdinand, Director; Lisa Turik, Director; Mike Slatter, Director; Bruce Maitland, Director; and, Victoria Law, Director

**Present:** James Huff, Scott Robertson, Mary Lynne Forestell, Patricia Sukha, Jae-Marie Ferdinand, Lisa Turik, Bruce Maitland, Mike Slatter, Frank Hiebert, and Sheila Braidek

**Regrets:** Kim Egan

**Recorder:** Janine DeVries, Executive Assistant

**MINUTES**

<b>1</b>	<b>Call to Order AND Confirmation of Quorum</b>  The Chair called the meeting to order at 6:31 pm. Quorum was established with 9 members in attendance.
<b>2</b>	<b>Conflict of Interest</b> None noted
<b>3</b>	<b>Land Acknowledgement</b> Provided by P. Sukha
<b>4</b>	<b>Agenda – May 30-2024</b>  <b>MOTION 2024-05-01</b> <b>MOTION to accept the Agenda for May 30-2024 as amended</b> <b>Moved by: M. Slatter</b> <b>Seconded by: L. Turik</b> <b>In favour: All</b> <b>Outcome: Carried</b>  <b>Changes to agenda:</b>

	Added to package: In Camera items - ED Performance Goals
5	<p><b>Auditors Report</b></p> <p><b>Circulated in package:</b>  <b>A-3</b> Draft 2023-24 Audited Financial Statements  <b>A-4</b> Audit Report</p> <p><b>Audit report presentation with Michael McMurray - Welch and Associates</b></p> <p>McMurray provided a fulsome overview of the 2023-24 Audited Financial Statements and a summary of the Audit Report to the Board noting a clean report with no issues to report.</p> <p>The Audit Report to the Board highlights the audit process and status. The ARR report and Charity report will follow as a standard practice of the audit.</p> <p>ML Forestell noted that the Finance committee met on May 23<sup>rd</sup> to review the statements with the Auditor and are comfortable with the report. The Finance minutes from this meeting were included in the Board package for reference.</p> <p><b>In Camera Discussion with Auditor without the Executive Director</b></p> <p><b>MOTION 2024-05-02</b>  <b>MOTION to move in-camera to meet with the Auditor at 5:45 pm</b>  <b>Moved by: M. Slatter</b>  <b>Seconded by: P. Sukha</b>  <b>In favour: All</b>  <b>Outcome: Carried</b></p> <p><b>Discussion</b>  McMurray reported a clean audit. The process was smooth and well supported by staff – no issues with getting information or with any information being withheld.</p> <p>The board had an opportunity to ask questions and McMurray was forthcoming with responses.</p> <p><b>MOTION 2024-05-03</b>  <b>MOTION to move out of in-camera at 5:52</b>  <b>Moved by: JM Ferdinand</b>  <b>Seconded by: F. Hiebert</b>  <b>In favour: All</b>  <b>Outcome: Carried</b></p> <p><b>MOTION 2024-05-04</b>  <b>MOTION to approve the 2023-2024 Audited Financial Statements as presented to the Board and for presentation at the June 2024 AGM.</b>  <b>Moved by: L. Turik</b>  <b>Seconded by: B. Maitland</b>  <b>In Favour: Yes</b></p>

	<p><b>Opposed: None</b>  <b>Abstained: None</b>  <b>Outcome: carried</b></p> <p>S. Braidek noted that the CHC has had a good working relationship with Welch LLP and that there are no reservations to continue the relationship. Historically, we have chosen to have a local auditor and there are only 2 options in the area. Welch LPP asked for a small fee increase two years back which the CHC agreed to. The contract with Welch LLP has been reviewed and the Finance committee has done a fulsome evaluation to ensure effectiveness of the auditor. The current annual fee is approximately \$10,000.</p> <p>ML Forestell noted that it can be beneficial to go with a different auditor to receive a different perspective however making a change will also mean additional work for both finance and governance and you also loose the historical work and continuity.</p> <p><b>MOTION 2024-05-05</b>  <b>MOTION to recommend appointing Welch LLP as BQWCHC Auditor for 2024-2025 at the June 2024 AGM.</b>  <b>Moved by: ML Forestell</b>  <b>Seconded by: F. Hiebert</b>  <b>In Favour: YES</b>  <b>Opposed: None</b>  <b>Abstained: None</b>  <b>Outcome: Carried</b></p>
6	<p><b>President’s Report</b></p> <p>Circulated: AGM Presidents Report (for information)</p> <p>The Chair noted that he is pleased with the work of the Board and is appreciative of S. Braidek leadership and the staff’s accomplishments.</p> <p><b>MOTION 2024-05-06</b>  <b>MOTION to accept the President’s Report for May 2024 as presented.</b>  <b>Moved by: JM Ferdinand</b>  <b>Seconded by: ML Forestell</b>  <b>In Favour: All</b>  <b>Opposed: None</b>  <b>Abstained: None</b>  <b>Outcome: Carried</b></p>
7	<p><b>Consent Items:</b></p> <p><b><u>7.1 Board of Directors Minutes - April 25-2024</u></b></p> <p><b>MOTION 2024-05-07</b>  <b>MOTION to approve the Open Board Minutes of April 25-2024 with amendments</b>  <b>Moved by: B. Maitland</b>  <b>Seconded by: JM Ferdinand</b></p>

**In favour: All**  
**Opposed: None**  
**Abstained: None**  
**Outcome: Carried**

**Changes to minutes:**

JM Ferdinand was not present at the meeting  
Grammer edits

**7.2 Committee Chair Updates (if applicable)**

S. Robertson spoke to his time on the Board and as the Chair of the CAC and thanked everyone who has contributed to this committee.

**7.3 Committee Minutes and Recommendations**

**MOTION 2024-05-08**

**MOTION to receive the following Committee minutes and Committee items and accept their recommendations except those matters moved to Consent Matters for Discussion.**

**Moved by: L. Turik**  
**Seconded by: ML Forestell**  
**In favour: All**  
**Opposed: None**  
**Abstained: None**  
**Outcome: Carried**

- A-7** Finance Minutes – April 23-2024
- A-8** Finance – Unaudited FS 2023-2024 Q4 Reports
- A-9** Governance Minutes – May 2-2024
- A-10** CAC Minutes – May 8-2024
- A-11** Executive Minutes – May 9-24
- A-12** Finance Minutes – May 23-2024

**Consent Matters for Discussion (if applicable)**

Finance Minutes – April 23<sup>rd</sup> and May 23

Brought forward for consideration and discussion were the following three concerns:

- Surplus
- Impact of the new federal dental program – how will this effect our dental funding
- LOC being deferred

**Surplus**

- Brought forward for discussion were concerns regarding the optics of the use of the \$675K surplus and how we justify asking for more money for (additional) programming when there is a large surplus.
- S. Braidek explained the surplus was the result of understaffing on the MD and NP side and that use of these funds was restricted by Ontario Health. We are working towards “0” surplus. There has been an asked to permanently reallocate some of the NP dollars to other positions; MOH declined request for

	<p>permanent reallocation. Unfortunately there is a shortage of Health Human Resources (HHR) and if we are unable to recruit these positions we will be back to the same issues</p> <ul style="list-style-type: none"> <li>- Noted that we do generate interest from the surplus and that the interest can be used on anything that the Ministry will give us permission to do so</li> <li>- The board discussed having a communication strategy that would addresses the surplus</li> </ul> <p><b>Action: S. Braidek to reach out to M. McMurray to discuss this approach and to see if they can provide a briefing at the AGM</b></p> <p>Impact of the new federal dental program</p> <ul style="list-style-type: none"> <li>- Noted that the CHC has not done an analysis as of yet on how this will effect our funding but we do not expect it to escalate any surplus</li> </ul> <p>Line of Credit</p> <ul style="list-style-type: none"> <li>- Concern that the Line of Credit conversation is ongoing and not resolved.</li> <li>- Noted the discussion at Finance arose from feedback from a Board exit interview and intent was to clarify the authority required to draw upon the line of credit – a board motion or operational needs/ED decision. This is distinct from the decision to have or not have a Line of Credit for capital purposes as was previously discussed.</li> <li>- Finance Committee will be contemplating a clarification of policy in the fall.</li> </ul>
<p><b>8</b></p>	<p><b>Executive Director’s Report</b> Circulated: ED Report for May 2024</p> <p><b>Topic addressed in written report:</b></p> <ul style="list-style-type: none"> <li>- MSAA Compliance</li> <li>- The Bridge</li> <li>- Overdose Crisis Response</li> <li>- HPE-OHT</li> <li>- Staffing updates</li> <li>- Capital – Trenton Phase 2</li> <li>- Funding</li> <li>- Risk Management</li> </ul> <p><b>In addition to the written report:</b></p> <p>MSAA The Multi Sector Accountability Agreement (MSAA) is our contract with Ontario Health East and outlines the obligations that we are bound by and the process for us to affirm that we are following these obligations and are in compliance. Included in the report is a description and rationale for the performance standard variances.</p> <p><b>MOTION 2024-05-09</b> <b>MOTION to accept the MSAA Compliance Report for 23/24 and authorize the President/Chair to sign the Declaration of Compliance for OH-East.</b></p> <p><b>Moved by: P. Sukha</b> <b>Seconded by: S. Robertson</b> <b>In favour: All</b> <b>Opposed: None</b></p>

	<p><b>Abstained: None</b> <b>Outcome: Carried</b></p> <p>Other Updates The Bridge</p> <ul style="list-style-type: none"> <li>- Construction Manager interviews were conducted today (May 30-24)</li> <li>- The new interim ED at John Howard Society – Shannon Spiers – is expected for her to stay on for approx. 6 months and has been very responsive on Bridge-related matters. John Society is considering whether or not they want to continue as owners of the Alhandra building – this is still in discussion. JHS is very much committed to continuing to operate the Drop-In.</li> </ul> <p>Staffing</p> <ul style="list-style-type: none"> <li>- We have filled the Med Sec position and the Manager position has been posted</li> <li>- Noted the retirement of manager Heather Selvester Giroux and resignation of Medical Secretary Vicki Forestell – both long term employees with the Centre.</li> </ul> <p><b>MOTION 2024-05-10</b> <b>MOTION to accept the Executive Director’s Report and the Board Legislative and Compliance report for May 2024 as presented</b></p> <p><b>Moved by: B. Maitland</b> <b>Seconded by: F. Hiebert</b> <b>In favour: All</b> <b>Opposed: None</b> <b>Abstained: None</b> <b>Outcome: Carried</b></p>
9	<p><b>Other Business</b></p> <p><b><u>9.1 Board Evaluation 2023-2024 Survey Report</u></b></p> <p><b>MOTION 2024-05-11</b> <b>MOTION to accept the Board Evaluation 2023-2024 Survey Report as recommended by the Governance Committee</b></p> <p><b>Moved by: S. Robertson</b> <b>Seconded by: M. Slatter</b> <b>In favour: All</b> <b>Opposed: None</b> <b>Abstained: None</b> <b>Outcome: Carried</b></p> <p>Board evaluation falls to the responsibility of the Governance Committee. This is the 5<sup>th</sup> year using this survey and process which has given us comparable data using a thematic approach with bundled questions under different categories.</p> <p>Overall, the results indicate a high functioning Board. Areas for improvement and/or to note are:</p> <p>Q14 – The Board assumes much of the responsibility for recruiting and orientation of Board members.</p>

Noted that the Board has been very active in recruitment including identifying potential candidates, conducting interviews, acting as mentors. Board has also adopted a practice of exit interviews for outgoing members.

Q 17 – We regularly identify areas for improvement and engage in our own quality improvement activities

Noted that this evaluation process is a quality improvement activity for the Board. Board also undertakes to review the Terms of Reference of committees on an annual basis, is open to training, and conducts other QI activities.

Q 28 – There is a process for improving individual effectiveness when non-performance is an issue

Noted that the process is that the President (or the VP in the case of the President) would address individual performance matters in the following graduated way: 1) Discuss the matter with the individual member. If unresolved 2) flag the matter at Executive and return to the member seeking resolution. If unresolved 3) bring the full membership of the Board for discussion and resolution.

Q44 – I am familiar with the organizations by-laws and governing policies

Noted that new members will take time to become familiar with bylaws and policies. Suggested that we reinforce these at possible Board retreat / orientation and reference policies more explicitly in written materials and discussions.

## **9.2 Board Retreat**

Discussion at Governance to have a Board retreat in the Fall of 2024. With a turnover of 4 members there will be value in having a retreat to aid with orientation and networking. This will be contemplated with the new board at the June 25<sup>th</sup> board meeting.

## **9.3 Alliance for Healthier Communities Update**

### **Board Liaison, F. Hiebert (Regrets)**

#### **Circulated:**

**A-19** Board Liaison Networking Webinar Slides (April 2023)

**A-20** Alliance 2024 AGM Resolutions

Alliance Policy Resolutions and By-law changes are to be reviewed and endorsed by Members.

Updates received today regarding policy resolutions. Noted changes include:

Policy resolution #2: changed language from “stakeholders” to “interested and effected parties”

Policy resolution #3 – reflective of outcomes from webinar – includes reference to the CAPSA framework (improve peoples health concerning substance use and eliminating systemic stigma)

Also proposed are 2 by-law resolutions revisions – details outlined in the resolutions provided in the package

Suggested that the Governance committee review the Alliance By-laws for consideration of future changes to ours.

### **MOTION 2024-05-12**

	<p><b>MOTION to endorse the By-Law and Policy resolutions to the Alliance for Healthier Communities 2024 AGM</b>  <b>Moved by: F. Hiebert</b>  <b>Seconded by: M. Slatter</b>  <b>In favour: All</b>  <b>Opposed: None</b>  <b>Abstained: None</b>  <b>Outcome: Carried</b></p> <p>Noted that F. Hiebert and future board member Nadia Guerrero will be attending the June Alliance AGM and Conference</p> <p><b>MOTION 2024-05-13</b>  <b>MOTION to designate Frank Hiebert as delegate with the authority to vote on behalf of BQWCHC at the June 4-2024 Alliance for Healthier Communities AGM</b>  <b>Moved by: B. Maitland</b>  <b>Seconded by: JM Ferdinand</b>  <b>In favour: All</b>  <b>Opposed: None</b>  <b>Abstained: None</b>  <b>Outcome: Carried</b></p> <p><b>MOTION 2024-05-14</b>  <b>MOTION to Designate Angela Jones as alternate delegate with the authority to vote on behalf of BQWCHC at the June 4-2024 Alliance for Healthier Communities AGM</b>  <b>Moved by: J. Huff</b>  <b>Seconded by: F. Hiebert</b>  <b>In favour: All</b>  <b>Opposed: none</b>  <b>Abstained: none</b>  <b>Outcome: Carried</b></p>
10	<p><b>Generative discussion</b>  <b>No discussion for May 2024</b></p>
11	<p><b>Next Meeting date</b></p> <p><b>Annual General Meeting</b>  Date: June 25-2024  Time: 5:00 PM  Location: Quinte West Community Room 223</p> <p>First meeting of the Board will follow the AGM</p>
12	<p><b>In Camera Session – <u>Report for open minutes</u></b></p> <p><b>MOTION 2024-05-15</b>  <b>MOTION to move In-Camera at 6:53 pm</b>  <b>Moved by: S. Robertson</b>  <b>Seconded by: L. Turik</b></p>



	<p><b>In favour: All</b>  <b>Outcome: Carried</b></p> <p><b>Topics and outcomes:</b></p> <p><b>12.1 In Camera Board Minutes – April 25-2024</b>  <b>MOTION 2024-05-16</b>  <b>Motion to approve the In Camera Board Minutes from April 25-2024 carried.</b></p> <p><b>12.2 In Camera Governance Minutes – May 2-2024</b>  <b>MOTION 2024-05-17</b>  <b>Motion to approve the In Camera Governance Committee Minutes from May 2-2024 carried.</b></p> <p><b>12.3 Board nominations</b>  <b>MOTION 2024-05-18</b>  <b>Motion to nominate Board candidate S. Hutchison to the June AGM for approval carried.</b></p> <p><b>12.4 Marsha Stephen Award</b>  <b>MOTION 2024-05-19</b>  <b>Motion to award Mr. Eric Hargreaves the 2024 Marsha Stephen Community Health Leadership Award carried.</b></p> <p><b>12.5 Executive Director Priorities 2024-25</b>  <b>MOTION 2024-05-20</b>  <b>Motion to approve the ED Goals and Priorities for 2024-25 as noted carried.</b></p> <p><b>12.6 Executive Director compensation</b>  <b>MOTION 2024-05-21</b>  <b>Motion to permanently increase the ED base salary by 2% as of the 2024-2025 fiscal year carried.</b></p> <p><b>MOTION 2024-05-22</b>  <b><i>MOTION to move out of In-Camera at 7:55 pm</i></b>  <b>Moved by: M. Slatter</b>  <b>Seconded by: L. Turik</b>  <b>In favour: All</b>  <b>Outcome: Carried</b></p>
13	<p><b>Adjournment</b></p> <p><b>MOTION to adjourn at 7:36 pm</b>  <b>Moved by: M. Slatter</b></p>



Board President  
James Huff



Board Secretary  
Scott Robertson