

KLINIC COMMUNITY HEALTH

BOARD OF DIRECTORS MEETING MAY 31, 2017

MINUTES

IN ATTENDANCE:

Board Members: MaryStella Anidi, Pat Finkbeiner, Ian Goodall-George, George Health, Terrance Machalek, Natalie Mulaire, Marc Rivard, Jan Schubert, Nora Schwetz, Lynn Scruby, Barb Weselak

Regrets: Jason Gisser, Conrad Padilla

Management: Nicole Chammartin, Holly Banner, Kathie Timmermann

Guests: Dr. Ian Whetter, Klinik
Karyn Glass and Jennifer Palmer, Booke & Partners

1. **Call to Order and Announcements** – The Board Chair called the meeting to order at 5:35 pm and Volunteer appreciation gifts (Klinik travel mugs) were distributed to Board members. The Chair welcomed Dr. Ian Whetter.
2. **Trans Health Presentation** – Dr. Ian Whetter provided a presentation on Trans Health services provided at Klinik.

The Chairperson thanked Ian for his insightful presentation.

Ian Whetter left the meeting at this time.

3. **Sale of 545 Broadway** – The Executive Director reported there are changes to the offer to purchase. The Board reviewed and accepted the offer which is conditional upon an environmental study. It was noted that this matter remains confidential.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health that

1. The execution and delivery of the Offer by the Corporation presented at the meeting is hereby confirmed, ratified and approved;
2. The conclusion and completion of the transaction as contemplated by the Offer is hereby approved; and
3. The Chairperson of the Board of the Corporation and the Secretary-Treasurer of the Corporation (or if the Chairperson and Secretary-Treasurer are not available, then such other director(s) as are appointed by the Board Executive) are hereby authorized and directed for and on behalf of the Corporation and in its name and under its corporate seal or otherwise to do all such acts and things and to execute or cause to be executed all such other agreements, documents, certificates, instruments, resolutions and other writings which are, in the opinion of such officers, necessary or desirable to fulfill the terms of the Offer and to carry out the Offer and this resolution. **CARRIED**

The Board Chair welcomed Karyn Glass and Jennifer Palmer from Boone & Partners.

4. Review/Approve Draft Audited Financial Statements to March 31, 2017

Boone & Partners, Klinic's auditors, distributed the draft audited financial statements (referred to as draft because they have not been approved by the Board) and the Status of the Audit Report. Karyn presented these statements which provided a comparison report for two years: 2016 and 2017.

Klinic received a clean audit opinion for 2016/17; there are no outstanding issues, and no recommendations from the auditor. Klinic ended the year with an excess of \$12,855.00. The Board moved to accept the financial statements and the schedule of compensation of \$50K, as well as to appoint Boone & partners as auditors for 2017/18.

IT WAS MOVED and seconded that the Board of Directors of Klinic Community Health accept the Audited Financial Statements to March 31, 2017 as presented. **CARRIED**

The auditors provided a report to the Board regarding the audit of the Schedule of Compensation over \$50K, noting that the majority of full time employees are included on this list. Copies of the list are available upon request.

IT WAS MOVED and seconded that the Board of Directors of Klinic Community Health accept the Audited Schedule of Compensation over \$50K, to March 31/17 as discussed. **CARRIED**

IT WAS MOVED and seconded that the Board of Directors of Klinic Community Health appoint Boone & Partners as Klinic auditors for the 2017/18 fiscal year. **CARRIED**

IT WAS MOVED and seconded that the Board of Directors of Klinic Community Health move In Camera. **CARRIED**

Staff members Barb Weselak, Nicole Chammartin, Holly Banner and Kathie Timmermann left the meeting at this time.

4.1 Board Session with the Auditors – In Camera session.

The In Camera session ended.

Staff members Barb Weselak, Nicole Chammartin, Holly Banner and Kathie Timmermann returned to the meeting.

Karyn Glass and Jennifer Palmer left the meeting at this time.

Marc Rivard left the meeting at this time.

4.2 Change to Signing Authority – The Executive Director recommended adding Jannell Plouffe, Director of Health services as a signing authority.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health approve adding Jannell Plouffe, Klinik's Director of Health Services, as a signing authority for the accounts at the Assiniboine Credit Union on behalf of Klinik. **CARRIED**

5. **Review of Previous Minutes** – The Board reviewed and approved previous minutes.

IT WAS MOVED seconded that the Board of Directors of Klinik Community Health approve the Board of Directors minutes dated March 15, 2017 as distributed. **CARRIED**

6. **Strategic Plan 2014-17: Review for 4th Quarter of 2016/17 to March 31, 2017 (Final)** – Nicole reviewed the update. This concludes reporting on the 2014-2017 Strategic Plan.

7. **Report on ICD (Institute of Corporate Directors) Luncheon Series for Board Session on Building Great Board Dynamics** – Two board members attended this session and provided a report.

8. **Property Items**

8.1 **Update on Lease for 167 Sherbrook** – The Executive Director reported on a recent meeting with the owners (Bell/MTS). It is hoped that the lease termination date will be confirmed prior to the Klinik annual general meeting on June 15. Once this date is known, planning will begin.

8.2 **Listing Agreement for 870 Portage Avenue** – The Executive Director met with a couple of parties who expressed possible interest in purchasing the building. Board discussion ensued; it was agreed listing the building would fall under the Executive Director's responsibility. Once Bell/MTS has confirmed their timeline to vacate 167 Sherbrook, the Executive Director was directed to get a secondary appraisal (note we have an appraisal for the mortgage) prior to listing. The Board directed the Executive Director to continue to pursue current leads, and provided direction for selecting a realtor (maximum commission rate of 2.5%).

9. **Committee Reports**

9.1 **Governance & Nominations** – The Board reviewed the minutes from the April 6, the 2017-2019 recommended Board member slate and proposed executive committee/officer slate. Members of the committee reported there were excellent candidates with diverse skills. The board reviewed the slate of nominations to the board, and approved the slate as presented.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health accept the proposed slate for the 2017-2019 of MaryStella Anidi, Ali Ashtari, Allison Fenske, Pat Finkbeiner, Ian Goodall-George, George Heath, Terrance Machalek Sr., Tara Mangano, Natalia Mulaire, Conrad Padilla, Marc Rivard, Jan Schubert, Nora Schwetz, Lynn Scruby and Barb Weselak. These two (2) year Board terms come into effect at the Annual General Meeting on June 15, 2017. **CARRIED**

Thanks were extended to Jason Gisser for his service on the Board during the last term.

- 9.1.1 Board Bios on the Klinik Web Site – Agreed not use individual photos and to take a group Board photo at the September Board meeting to post on the web site.
- 9.1.2 Board Evaluation – Agreed a survey will be distributed to Board members shortly, with responses due by the end of June. The evaluation of the responses will be compiled by Klinik's evaluation analyst, and be included in the September Board package.
- 9.1.3 New Board Member Mentor – Agreed on mentors for the new Board members. Mentors will be invited to the new Board member orientation session facilitated by the Executive Director.
- 9.2 Social Justice – The Board reviewed the minutes from the April 21 and May 12 meetings, along with the new WHRA (Winnipeg Regional Health Authority) Position Statement on Harm Reduction which includes a section on sex work.

The Board reviewed the WRHA Harm Reduction position paper. The Social Justice Committee recommends re-endorsing this paper. Discussion ensued. It was agreed to endorse.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health approve endorsing the WRHA Harm Reduction position paper. **CARRIED**

10. Executive Director's Report, March through May 2017 – Nicole referred Board members to this report which was included in the Board package and highlighted advance access. She reported that work on the operational plan is underway. The Executive Director brought forward a language change request from Management to change 'Outcome' to 'Strategic Direction.' The Board did not support the language change.

11. Upcoming Events and Announcement

- 11.1 June 4, 10am: Pride Parade (Klinik/SERC Joint Walking Group)
- 11.2 June 15, 11:30am-1:30pm: Klinik/SERC AGM at Canad Inns Polo Park
- 11.3 June 22, 12-2pm: BBQ at KoB (545 Broadway)
- 11.4 Sept 13, 5:30 pm First Regular Meeting of 2017-19 Board Term

12. Adjournment – 7:45 PM