

KLINIC COMMUNITY HEALTH

BOARD OF DIRECTORS MEETING NOVEMBER 29, 2017

MINUTES

IN ATTENDANCE:

Board Members: Allison Fenske, Pat Finkbeiner, Ian Goodall-George, George Heath, Terrance Machalek, Tara Mangano, Natalie Mulaire, Conrad Padilla, Jan Schubert, Nora Schwetz, Lynn Scruby, Barb Weselak

Regrets: MaryStella Anidi, Marc Rivard

Management: Nicole Chammartin, Holly Banner, Kathie Timmermann

1. **Call to Order and Announcements** – The Chairperson called the meeting to order at 5:35 pm. The Chairperson presented service recognition awards to two Board members for 5 years of service. The Executive Director presented holiday gifts to all Board members and thanked them for their service.

2. **Approval of Past Minutes** – The Board reviewed the previous minutes.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health approve the Board of Directors minutes dated September 13, 2017 as amended. **CARRIED**

3. **Review of Financial Statements to September 30, 2017** – The Director of Finance & Human Resources reviewed the statements which showed a slight surplus. In most areas showing deficits, it is related to underfunding. The Executive Director reported that we continue to await confirmation of ongoing funding for non-WRHA funded programs. The Executive Director added that the Appropriations Act has passed. At the January Board meeting we will be reviewing staffing levels as per the Winnipeg Regional Health Authority Service Purchase Agreement.

The Executive Director noted that Bell/MTS has provided a donation to Klinik in the amount owed to them for prepaid property taxes at 167 Sherbrook for which Klinik is grateful.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health approve Financial Statements to September 30, 2017 as distributed. **CARRIED**

4. **Update on the Board Chairs Meeting with the WRHA (Winnipeg Regional Health Association)** – The Executive Director referred to a Powerpoint presentation from MACH (Manitoba Association of Community Health) which was presented to the WRHA and which was included in the board package. It provided an overview of community health centres in Manitoba, with the goal of being more involved in planning being done by the WRHA. The next steps are to form a joint steering committee between acute care and community health centres. MACH is preparing a document to support. As well, MACH has hired their first staff member to support this association. We continue to hear there are no cuts planned for community health centres.

5. **Committees**

5.1 **Nomination & Governance Report**

5.1.1 Secretary-Treasurer Recruitment Report/Recommendation – A committee member referred board members to the resume of Graeme Findlay who is being recommended for Board membership with a view of becoming the Secretary-Treasurer once the current Secretary-Treasurer steps down.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health accept Graeme Findlay to the Board effective immediately for the remainder of the 2017-2019 Board Term which will end at the Annual General Meeting in June 2019. **CARRIED**

5.1.2 Board Evaluation Results/Recommendations – The Chairperson invited feedback. Feedback included a Board request for more opportunities for engagement with staff. The Executive Director will add to an upcoming Management Meeting. Another suggestion in response for education and development was participation in training through Volunteer Manitoba and luncheon sessions through the Manitoba Chapter of the Institute of Corporate Directors.

5.2 **Social Justice Report** – A committee member reported and referred board members to minutes of October 4. The committee is currently working on position paper working groups.

The Executive Director referred Board members to the UNDRIP (United Nations Declaration on the Rights of Indigenous Peoples Act) information included in the Board package. This Act is to be adopted in Canada, and she recommended endorsement by Klinik. Agreed.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health endorse Bill C-262 (Declaration on the Rights of Indigenous Peoples Act) being proposed by the United Nations, and going for second reading in the House of Commons on December 4, 2017.

CARRIED

5.3 Building Planning Report – The Committee Chair referred Board members to the minutes included in the Board package and provided an update of activities.

5.3.1 870 Portage Location – The Committee Chair noted that there is an offer to purchase for 870 Portage Avenue for Board consideration this evening. Along with the offer, our lawyer has prepared a chart of critical dates for review. The buyer has until March 1, 2018 to complete due diligence.

The Executive Director reported a prime consultant has been selected and will begin working with Klinic shortly. WRHA Capital Planning has provided a schedule for Klinic's relocation to 167 Sherbrook in July 2019, and it was included in the Board package. The Board's responsibilities will include reviews at milestones. The Board supported exploring leasing opportunities to other community partners; the Executive Director will facilitate and request assistance from the consultants to determine appropriate leasing rates.

IT AS MOVED and seconded that the Board of Directors of Klinic Community Health that the Board resolve that:

1. The execution and delivery to the Purchaser of the Offer by the Corporation presented at the meeting is hereby confirmed, ratified and approved;
2. The conclusion and completion of the transaction contemplated by the Offer is hereby approved; and
3. The Chairperson of the Board of the Corporation and the Vice-Chairperson of the Corporation (or if either or both the Chairperson and Vice-Chairperson are not available, then such other director, or directors, 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 transaction contemplated by this Offer or this resolution.

CARRIED

5.3.2 Klinic on Broadway – The Executive Director reported an offer to purchase 545 Broadway has been received. The Board reviewed and approved. The possession date is December 31/17.

IT WAS MOVED and seconded that the Board of Directors of Klinic Community Health accept the Offer for the sale of 545 Broadway to West Broadway Development Corporation for a purchase price of \$710,000 in substantially the form presented to the meeting is hereby approved and that the Chairperson and the Vice-Chairperson of the Board are hereby authorized to execute and deliver the Offer with such amendments or variations to it (other than to the purchase price) as the Chairman and Vice-Chairperson may approve (which approval shall be conclusively evidenced by their execution thereof).

CARRIED

5.3.3 Terms of Reference – The Committee Chair referred Board members to the document included in the board package. The Board reviewed and approved.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health accept the Ad Hoc Board Building Planning Committee Terms of Reference. **CARRIED**

Moved: Weselak

Seconded: Schwetz

6. **Honorarium Policy (A13)** – The Executive Director referred the Board to the draft policy included in the Board package for consideration. The Board reviewed. Discussion ensued and the document was amended.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health approve the Honorarium Policy (A13) as amended. **CARRIED**

7. **Strategic Planning Report** – The Executive Director referred the Board to a comprehensive document prepared by Klinik’s Research and Program Evaluation Analyst which aligns the Operational Program Plan to the Strategic Outcomes. The goal of this document was to demonstrate how it comes together. A Board reporting tool is being developed and expected by the January Board meeting.

8. **Executive Director’s Report, September thru November 2017** – The Executive Director referred to the report included in the board package and highlighted the following:

- Drop-In volume has increased by 40% since moving to 870. Strategies are being put in place to this increase. We are reviewing referral data to see if we can determine the cause of this increase.
- Klinik staff completed the Guarding Minds survey. Results will be shared with staff and, in future, with the Board.
- The Medical Director position has not successfully been filled yet. Dr. Yuen is filling on an interim basis. The job description has been edited and reposted.

9. **Executive Director Evaluation and Contract Negotiations** – Tabled to January 2018 Board agenda.

10. **Upcoming Events and Announcements**

Dec 7, Noon - 2 pm: Management Hosted Holiday Lunch (KoP)

Jan 17, 2018, 5:30 pm: Next Board Meeting (KoP)

Feb 28, 9 am – 3:30 pm: All Staff Meeting (Location TBD)

11. **Adjournment** – 7:25 PM