

## KLINIC COMMUNITY HEALTH

### BOARD OF DIRECTORS MEETING SEPTEMBER 19, 2018

#### MINUTES

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#### IN ATTENDANCE:

**Board Members:** Allison Fenske, Graeme Findlay, Pat Finkbeiner, Ian Goodall-George, Terrance Machalek, Tara Mangano, Natalie Mulaire, Conrad Padilla, Nora Schwetz, Lynn Scruby, Jan Schubert, Barb Weselak  
**Regrets:** MaryStella Anidi, George Heath  
**Management:** Nicole Chammartin, Kathie Timmermann  
**Guests:** Jannell Plouffe, Klinik Director of Health Services

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1. **Call to Order and Announcements** – The Chairperson called the meeting to order at 5:35 PM. Board members were presented with volunteer appreciation gifts. The agenda was reviewed and accepted.
2. **Primary Care Advanced Access Presentation** – Klinik's Director of Health Services provided an insightful presentation outlining how Advanced Access is being implemented at Klinik. A copy of this presentation will be provided upon request.

The Chair thanked her for this presentation.

The Board went In Camera for a discussion.

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

The staff Board member left the meeting at this time. In Camera discussions ensued.

The Director of Health Services left at this time  
The staff Board member returned to the meeting.

3. **Election of Secretary/Treasurer** – Due to a vacancy, this position is open. Graeme Findlay has agreed to let his name stand for election to this office. The floor was opened for further nomination/expressions of interest; none came forward.

**IT WAS MOVED** and seconded that the Board of Directors of Klinik Community Health elect Graeme Findlay to the office of Secretary/Treasurer for the balance of the 2018/19 Board year. **CARRIED**

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

**IT WAS MOVED** and seconded that the Board of Directors of Klinik Community Health approved the Board of Directors minutes dated May 30, 2018. **CARRIED**

5. **Review of Financial Statements to July 31, 2018** – The Secretary/Treasurer reviewed the statements which indicate a slight deficit. He reported that we continue to await confirmation of ongoing funding for non-WRHA funded programs.

**IT WAS MOVED** and seconded that the Board of Directors of Klinik Community Health approve Financial Statements to July 31, 2018 as distributed. **CARRIED**

6. **Strategic Plan (2017-22) Report** – The Executive Director referred to the Klinik Strategic Plan Outcomes Progress Report: Year 2 (January – June 2018) which covers the final quarter of 2017/18 and the first quarter of 2018/19. She noted the most critical risk is the need for more human resources; a plan is being developed to address this when we move to 167 Sherbrook. It was noted that Klinik and other community health agencies have asked for additional resources in this area, but none have been allocated.

7. **Board Committee Review of Membership and Reconstitution**

- 7.1 Review of Committee Membership – The Board reviewed the Board member length of service report dated July 2018. It was noted there are 9 members who reach their term maximum in 2020.
- 7.2 The Board reviewed the current Ad hoc committees, their terms of reference, and confirmed membership. It was agreed to reconstitute these committees for the 2018/19 Board year. It was agreed to update Klinik Bylaws to remove the Standing Nominations committee to reflect the current structure.

**IT WAS MOVED** and seconded that the Board of Directors of Klinik Community Health approve reconstituting Ad Hoc committees of the Board for the 2018/19 Board year as follows:

Building Planning

Joint Evaluation Performance of the Executive Director – Klinik/SERC

Nomination and Governance

Social Justice

**CARRIED**

It was noted that the Nominations Standing Committee of the Board continues to be suspended for the 2018/19 Board year.

**IT WAS MOVED** and seconded that the Board of Directors of Klinik Community Health approve resolving the Klinik Bylaw issue with respect to the Nominations Committee. **CARRIED**

## 8. Reports

8.1 Building Planning – The Chairperson brought forward the electronic Board motion from July 26, 2018 regarding the sale of 870 Portage. The correspondence emailed was as follows:

'The Board ratified the electronic vote which was emailed to Board members on July 26, 2018 with respect to an offer to purchase 870 Portage Avenue.

Klinic has received an offer for 870 Portage Avenue. The Board Planning Committee recommends acceptance of this offer from the West Central Women's Resource Centre Inc (WCWRC).

The Board Planning Committee met on July 16, 2018 and reviewed an offer, and acceptance & counter offer, and recommended a Counter to Counter Offer which has now been accepted by WCWRC. At this time, an electronic vote by the Board is required. This will be followed by a motion to ratify at the next Board meeting in September.

The Electronic Vote is required by Noon on Monday, July 30, 2018 in order to accept this offer. The Offer, Counter Offer, and Counter to Counter Offer are attached. Following is the motion prepared by Klinic's lawyer.

The Motion, made by George Heath, seconded by Nora Schwartz, is as follows:

IT WAS RESOLVED THAT:

1. The execution and delivery to the Purchaser of the Offer by the Corporation presented 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 Secretary-Treasurer of the Corporation (or if either or both the Chairperson and Secretary-Treasurer 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.

Motion approved.'

**IT WAS MOVED** and seconded that the Board of Directors of Klinic Community Health ratify the electronic Board motion noted above with respect to the sale of 870 Portage. **CARRIED**

The Executive Director reported that an extension has been granted on the sale of 870 Portage to September 24, 2018 so the vendor may complete the environmental scan.

The Executive Director reported on 167 Sherbrook as follows:

- the Building Planning Committee is meeting in early October to discuss separating the construction tender into demolition and structural work; she noted beginning the demolition would not jeopardize any funding applications.
- The parking lot construction will not begin until Spring 2019 as we await completion of the City Bylaw.

The Executive Director reported that she has written a number of funding proposals over the summer; she acknowledged Doug Finkbeiner who has made many calls on Klinik's behalf. She encouraged board members to advise her if they knew of any philanthropists that Klinik could approach.

The Board reviewed the committee minutes dated May 30 and July 16, 2018 which were included the Board package.

- 8.2 Nomination & Governance – The minutes of July 17/18 were reviewed. The priority for this committee will be developing a strategy for recruitment which will include a skills matrix for current Board members to complete, with a view of informing where Klinik would recruit.

Board education opportunities were shared as follows:

- available online learning modules for boards on inclusive leadership available through Klinik's membership in CACHA, at a discounted cost. Information available at <https://www.aohc.org/inclusive-leadership>.
- Education is also available at no/low cost through the United Way Non Profit Learning Centre: <https://unitedwaywinnipeg.ca/learning-centre/>.

It was recommended that a schedule be developed beginning in the Fall of 2019 for Klinik Board member education at the beginning of Board meetings.

- 8.3 Social Justice – Board Committee members referred to the draft minutes included in the Board package. The Executive Director indicated there is a correction to item 3 on the September 5<sup>th</sup> minutes. The Committee members highlighted Klinik's focus for this year will include a series of staff lunch and learns with respect to the Truth & Reconciliation Report.

9. **Executive Director Report** – The Executive Director reviewed highlights from the June through September report.

10. **In Camera Session**

10.1 Correspondence

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

The staff members and the Board staff member left the meeting. In Camera discussions ensued.

10.2 Executive Director Evaluation Committee

Staff members and the Board staff member left the meeting. In Camera discussion ensued.

The In Camera session ended. Staff returned to the meeting.

11. **Upcoming Events and Announcements**

Nov 7, 4:30-6:30 pm: Agency Recognition Event at WECC

Nov 28, 5:30-7:30 pm: Next Regular Board Meeting (*Location to be confirmed*)

12. **Adjournment**