

KLINIC COMMUNITY HEALTH

BOARD OF DIRECTORS MEETING NOVEMBER 28, 2018

MINUTES

IN ATTENDANCE:

Board Members: MaryStella Anidi, Allison Fenske, Graeme Findlay, Pat Finkbeiner, Ian Goodall-George, George Heath, Terrance Machalek, Natalie Mulaire, Nora Schwetz, Lynn Scruby, Jan Schubert, Barb Weselak
Regrets: Tara Mangano, Conrad Padilla
Management: Nicole Chammartin, Holly Banner, Kathie Timmermann
Guests: Sylvia Massinon, Klinik Social Worker/Educator

1. **Call to Order and Announcements** – The Chairperson called the meeting to order at 5:40 PM. The agenda was reviewed, revised and accepted.
2. **Ally Training Presentation** – A Social Worker and Educator/Trainer at Klinik provided an insightful presentation outlining Ally Training to ensure Klinik is creating inclusive space. This training is tailored for Klinik staff and volunteers. It was reiterated that Board members may attend any internal trainings/workshops provided by Klinik, space allowing (3 spaces reserved for Klinik staff/volunteers). Workshops are listed on Klinik's website, and there is online registration.

The Board agreed that at the first meeting in the Fall, when introductions are made, members will be asked how they would like to be addressed (i.e., she/he; her/him, etc.).

The Chairperson thanked her for this presentation.

3. **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 September 19, 2018. **CARRIED**

4. **Review of Financial Statements to September 30, 2018** – The Secretary/Treasurer reviewed the statements and reported Klinik is on target to meet a 1% budget reduction this year. The 1% efficiency is being achieved through vacancy management, as well as reductions in contracted services and supply costs. Klinik was just advised that funding for Provincially funded programs be transferred to the Winnipeg Regional Health Authority, along with the top up funding required for current salary levels.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health approve Financial Statements to September 30, 2018 as distributed. **CARRIED**

5. Committee Reports

- 5.1 Building Planning – The Committee Chairperson reviewed the meeting minutes dated November 5/18 which confirmed the sale of 870 Portage. He reported that, due to the construction cost estimate (Class B) coming in higher than the budget, the scope of the redevelopment has been reduced. We will request confirmation of the project cost with the reduced scope, and anticipate it will be prepared as a Class A estimate simultaneously with construction document preparation. The Executive Director provided an update of funding received to date for this capital project. Klinic's Director of Finance is preparing funding information for this committee who are meeting next week.
- 5.2 Nomination & Governance – The minutes of October 24/18 were reviewed. The Board reviewed a draft skills matrix for current Board members to complete, with a view of informing areas where Klinic should recruit. Discussion ensued, and the committee will redraft based on discussion. Once the matrix is completed, Board members will be asked to complete.

The Board agreed the Social Justice Committee should become a staff committee with Board representation. Reports to the Board will continue. The committee will be charged with revising the terms of reference.

The committee brought forward revisions to the Bylaws (in accordance with Article N – providing 40 days notice). In summary, the revisions to the Bylaws updated the responsibilities of the Nomination & Governance Committee (NGC), removed previous Nominating and Executive Committees (replaced by the NGC), and references in the Bylaws to the Executive Committee were changed to Officers. The revisions were reviewed and discussion ensued. Additional revisions were agreed upon for Article D.4: a) Board members will be nominated by the Board, and b) the Board will consist of a minimum of 12 and a maximum of 15 members. The nomination revision reflects the current practice of many years; staff will continue to be encouraged to participate in recruitment. The change in language to include a minimum number of Board members is based on recommendations of the auditors over the course of several years to reduce the size of the Board. The Board will vote on the amended Bylaws at the January 2019 meeting.

The current challenge of the NGC is recruitment for the upcoming board term beginning in June 2019. There are a large number of bBoard terms expiring in 2020. Board members whose terms expire in 2020 were asked to consider stepping down in 2019; 3-4 members stepping down in 2019 would facilitate a more balanced recruitment process over the next 2 years. The Board chairperson will be contacting individual Board members to discuss, and report back to the NGC to determine the level of recruitment required for 2019.

- 5.3 Social Justice – The minutes of November 7/18 were reviewed.

6. **Memorandum of Understanding (MOU) Between Klinik and Sexuality Education Resource Centre (SERC)** – The document distributed with the board package was reviewed. This document was requested by our funders. It documents the relationship between the parties which has been in effect for over a decade. The MOU was prepared by a Board member of both Klinik and SERC in consultation with the Executive Director. The SERC board has approved in principle. The Klinik Board made an amendment to Schedule A which outlines current shared services.

Board members and the Executive Director expressed thanks and appreciation to the Board members of both organization who prepared this document.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health approve in principle the Memorandum of Understanding as amended. **CARRIED**

7. **Agency Service Recognition Event Recommendation** – The Executive Director reported on dwindling attendance and significant costs related to holding this event. The Board agreed to incorporate agency service recognition into the Annual General Meeting beginning in 2019.
8. **HEB Required Contributions Project Correspondence** – Correspondence from the WRHA dated Oct 16/18 in response to the Aug 16/18 letter from HEM Manitoba was reviewed. The letter outlined the resolution process to be taken to pursue missing pension contributions and employers obligations to meet their contribution obligations on an ongoing basis. It is anticipated that the payout will occur in this current fiscal year. It is estimate at \$50-60,000; the amount will be confirmed when known.
9. **Executive Director Report** – The October/November report was reviewed. Overall the organization continues to be challenged by change which the Management Team is working hard to manage.
10. **Upcoming Events and Announcements**
Jan 16, 5:30-7:30 pm: Next Regular Board Meeting (*870 Portage Ave*)

11. **In Camera Session**

11.1 **Correspondence (letter from former staff member)**

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

Staff members, with the exception of the Executive Director left the meeting at this time. In Camera session ensued.

11.2 Executive Director Information

The Executive Director left the meeting.

11.3 Executive Director Evaluation Committee

The In Camera session ended.

12. Adjournment