

KLINIC COMMUNITY HEALTH

BOARD OF DIRECTORS MEETING MAY 29, 2019

MINUTES (AMENDED)

IN ATTENDANCE:

Board Members: Allison Fenske, Graeme Findlay, Pat Finkbeiner, George Heath, Terrance Machalek, Tara Mangano, Natalie Mulaire, Conrad Padilla, Nora Schwetz, Lynn Scruby, Barb Weselak
Regrets: MaryStella Anidi, Jan Schubert
Management: Nicole Chammartin, Holly Banner, Kathie Timmermann
Guests: Karyn Glass and Adam Sus from booke & partners

1. **Call to Order and Announcements** – The Chairperson called the meeting to order at 5:37 PM. Volunteer appreciation gifts (Klinik mugs with a succulent plant) were distributed to Board members.

Karyn Glass and Adam Sus from booke & partners were welcomed.

2. **Review/Approve Draft Audited Financial Statements to March 31, 2019**

Booke & partners, Klinik's auditors, displayed 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. The auditor presented these statements which provided a comparison report for two years (2018 and 2019) for the various funds.

The Auditors reported the audit report has been expanded this year to explain responsibilities of the auditor. As well, they are awaiting validation from the Winnipeg Reginal Health Authority (WRHA) regarding Klinik's pre-retirement leave benefit obligation to complete the Statement of Operations. The Treasurer requested a language amendment to Note 4, similar to Note 2F; language to be provided to Auditors by Director of Finance. The Auditor noted that Note 14 is close to resolution. Finally, Klinik received a clean audit opinion for 2018/19; there are no recommendations from the auditor. Klinik ended the year with a slight surplus. The Board moved to accept the financial statements pending confirmation of the pre-retirement leave obligation valuation.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health accept the Audited Financial Statements to March 31, 2019 pending receipt of the pre-retirement leave benefit obligation valuation from the Winnipeg Regional Health Authority. **CARRIED.**

The Board requested that paper copies of the draft audited financial statements be provided to the Board next year for review. The Board also noted the large vacation accruals; the Executive Director reported on the different issues that contributed to this.

The auditors provided a report to the Board regarding the audit of the Schedule of Compensation over \$75K, noting that the majority of full time employees are included on this list. Copies are available upon request.

The Board agreed to appoint booke & partners as auditors for next year.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health appoint booke & partners as Klinik auditors for the 2019/20 fiscal year. **CARRIED.**

The Board Chair signed the engagement letter.

3. In Camera Session with the Auditor

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

Staff members left the meeting at this time. In Camera discussions ensued.

The In Camera discussion ended and staff members returned.

The auditors from booke & partners left the meeting.

4. Agency Service Recognition

The Vice-Chairperson thanked Board members for their years of service which will be celebrated at the Annual General Meeting (AGM) in June. She presented formal service recognition to those individuals who are not able to attend the AGM, as follows:

- Terrance Machalek: Served on the board since 2005 (14 years) and received the sterling silver tree pin.
- Nora Schwetz: Served on the board since 2007 (12 years) and selected the option for a donation to Klinik's Benevolent Fund.
- Natalie Mulaire: Served on the board since 2011 (8 years) and selected the option for a donation to Klinik's Benevolent Fund.
- Pat Finkbeiner: Has been on the board since 2015 (4 years) and selected the option for a donation to Klinik's Benevolent Fund.

5. 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 March 20, 2019. **CARRIED.**

6. Committee Reports

- 6.1 Building Planning – The committee chairperson reviewed the May 23 minutes, and advised that the tender closed, the bids have been opened and evaluated, and the bidder with the highest score for value also had the lowest base bid. It was noted that the bid came in lower than the last estimate prepared by the consulting team. The architect is confirming details of the bid and will advise Shared Services, the project managers for this project. The project schedule for this bidder has substantial completion at the beginning of May 2020. The committee recommends awarding the project to this bidder. As the tender has not been awarded, bidder information is confidential. Once awarded, it will become public knowledge.

The project budget was distributed and alternate pricing scenarios were reviewed and discussed. The Board recommended that alternate pricing for all new LED lighting be accepted, and that other alternate pricing be reviewed during the construction process after the structural work is completed. The project is scheduled to begin in early July. Once the tender has been awarded, Klinik will contact our lending institution to confirm financial arrangements.

It was also reported that the parking lot construction is underway, with completion scheduled by the end of August.

- IT WAS MOVED** and seconded that the Board of Directors of Klinik Community Health approve the recommendation from the Board Building Committee to direct Shared Services to proceed with the award of the contract for the redevelopment of 167 Sherbrook to the bidder which provided the best value bid that was received. **CARRIED.**

The Board expressed their thanks to the Building Committee Chair and Members for their work.

- 6.2 Nomination & Governance – The minutes of April 8 were reviewed, along with the slate of Board members for consideration for a 1 year term (2019-2020) and for a 2 Year term (2019-2021). The 1 year terms are members who will reach their maximum years of service in 2020. Short bios for incoming Board members were included in the Board package, and will be published on the website when elected to the board effective at the Annual General Meeting (AGM). Members of the committee reported there were excellent candidates with diverse skills. The Board reviewed the slate of nominations and approved as presented.

The Chairperson reported that Tara Mangano has tendered her resignation to the Board due to other commitments. This will result in one vacant Board position.

IT WAS MOVED and seconded that the Board of Directors of Klinik Community Health accept the proposed slate as follows:

- a) The one (1) year slate for 2019-2020 of MaryStella Anidi, George Heath, Natalia Mulaire, Conrad Padilla, Jan Schubert and Barb Weselak; and
- b) The two (2) year slate for 2019-2021 of Hardeep Dhaliwal, Graeme Findlay, Allison Fenske, Amanda Houssin, Stephanie Loewen, Kathy Majowski, Tyler Pearce and Todd Pennell.

Board terms come into effect at the Annual General Meeting on June 19, 2019. **CARRIED**

The Executive Director reported that her employment contract has been approved by both Klinik and SERC (Sexuality Education & Research Centre) for a three (3) year period beginning July 1, 2019. Nicole thanked the Chairs of both Boards for their work on this contract.

- 6.3 Social Justice – The Executive Director, who chairs this committee, reviewed the minutes of March 27. As directed at the last Board meeting, the Terms of Reference have been revised to indicate this is a joint Staff and Board Committee. She highlighted the development of key media messages for areas Klinik is most commonly asked about that fit/integrate into our position papers, and added that media training will be provided. She also noted that a series of complaints has been filed with Manitoba Human Rights Commission directed at MB Health, Shared Health, and the Regional Health Authorities about discrimination against trans and non-binary people focused on access.
7. Strategic Plan (2017-22) Report for 2018/19 – The Board reviewed this report. The Executive Director reported progress is being made; and Klinik has reached over 50% of most goals, and are on an upward trajectory. The next report will include outcomes. The Board indicated they like the presentations at the start of Board meetings.
8. Executive Director Report – The Board reviewed the March/April report. She highlighted the Transhealth work being accomplished under the leadership of the Director of Health Services. Klinik has been advised and is awaiting new funding to increase our STI Klinik and predict a significant increase in the number of client we can see. She reported on a successful five (5) year federal grant in partnership with other community agencies aimed at addressing sexual harassment in the workplace in Manitoba. The public 'Health System Transformation' document of frequently asked questions was reviewed.
9. Upcoming Events and Announcements
 - June 2, Noonish: Klinik/SERC Joint Pride Parade Walking Group
 - June 19, 11:30am-2:00pm Klinik/SERC AGM & Agency Recognition
 - June 21, Noon-2pm: Longest Day of the Year Party, (KoP, B10)
 - September 18, 5:30pm: Board Meeting (KoP, B10)
10. Adjournment – 7:15 PM.