

## KLINIC COMMUNITY HEALTH

### BOARD OF DIRECTORS MEETING SEPTEMBER 18, 2019

#### MINUTES

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#### **IN ATTENDANCE:**

**Board Members:** MaryStella Anidi, Allison Fenske, Graeme Findlay, Amanda Houssin, George Heath, Stephanie Loewen, Kathy Majowski, Natalie Mulaire, Todd Pennell, Conrad Padilla, Jan Schubert, Barb Weselak  
**Regrets:** Hardeep Dhaliwal  
**Management:** Nicole Chammartin, Holly Banner, Kathie Timmermann

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1. **Call to Order and Announcements** – The Executive Director called the meeting to order at 5:35 pm followed by welcoming incoming and returning board members, and round table introductions. The Chair advised the Board that Tyler Pearce has resigned for personal reasons.

Members were advised that board orientation material was available electronically through Dropbox (a link was previously emailed). Agreed to send Dropbox link with Board information packages rather than email attachments (with the exception of those who request email); to be sent minimum of 3 business days before board meeting dates.

Agreed to move the next Board meeting from October 16 to November 18 (a Monday evening).

2. **Election of Officers for the 2019-21 Board Term** – The Executive Director facilitated the election of the Board Chairperson and opened the floor for nominations. Two nominations came forward and an election by secret ballot was conducted. The ballots were collected and counted by the Past Chair.

**That** Natalie Mulaire be elected to the office of Chairperson of the Klinik Community Health Board for the 2019-2021 term. **CARRIED (by secret ballot)**

It was noted that next year Natalie will be at the maximum Board membership term limit as outlined in the Bylaws, and therefore will need approval to extend her board member appointment in order to complete the two year Board Chairperson commitment.

Natalie assumed the Chair.

The Chair called for nominations/expressions of interest for the offices of Vice-Chairperson and Secretary-Treasurer. The following came forward: Allison Fenske for Vice-Chairperson and Graeme Findlay for Secretary-Treasurer.

**That** Allison Fenske be elected to the office of Vice Chair and Graeme Findlay be elected to the office of Secretary-Treasurer of the Klinic Community Health Board for the 2019-2021 term.  
**CARRIED (by acclamation)**

As the office of Past Chair continues to be held by Jan Schubert, the Chair called for a motion to waive her Board term limit.

**IT WAS MOVED** and seconded to waive Klinic's Bylaw E.10: *"Directors shall be limited to eight (8) continuous years on the Board.... This term limit may be waived by a majority vote of the Board."* with respect to Jan Schubert serving on the Board past the term limit of eight continuous years for the 2019-2021 term.  
**CARRIED**

3. **Approval of Past Minutes** – The Board reviewed the previous minutes and an amendment was noted.

**IT WAS MOVED** and seconded to approve the Board of Directors minutes dated May 29, 2019 as amended.  
**CARRIED**

4. **Review of Financial Statements to July 31, 2019** – The Director of Finance & Human Resources reviewed the statements which showed a slight deficit at this time. It was noted that this statement does not include any new funding from the WRHA (Winnipeg Regional Health Authority) for programs approved (will be net of \$0); this includes increased support for STI services and new funding for the MWMS (Mobile Withdrawal Medical Services). Other contributing factors for the deficit was a 3 pay period month in this cumulative reporting period, and some expenditures have been made for the entire fiscal year (not just for the four month period reported on these statements). Overall, there is no large difference from budget. Discussion ensued regarding the balance sheet. The substantial amount in the interfund account is due to funds from the sale of Klinic on Broadway being held in the donations fund which is a high interest savings account. It was agreed to add a column on the Balance Sheet for the prior year end for comparison.

The Board received an update from the WRHA regarding the HEB (Healthcare Employees Benefits) Manitoba Required Contributions Project. This Project was initiated by HEB to collect past contributions they had been undercollecting, both from employees and employers. The WRHA led the response to HEB. In summary, they are close to a resolution regarding financial liability where employers will not be requested to collect outstanding employee contributions; employers will be responsible for contributions from January 1, 2018 and onward. This is limited to approximately \$11,000 for Klinic.

**IT WAS MOVED** and seconded to approve the Financial Statements to July 31, 2019 as distributed.  
**CARRIED**

5. **Committees** – The Board reviewed the current committees, including their Terms of Reference which were included in the board package. Committees were noted as follows:
- Standing Committee – Nominations and Governance
  - Ad Hoc Committee – Building Planning
  - Joint Board/Staff Committee – Social Justice

It was agreed to reconstitute the Ad Hoc Committee for the 2019/20 Board year.

**IT WAS MOVED** and seconded that the Ad Hoc Building Planning committee of the Board be reconstituted for the 2019/20 year. **CARRIED**

- 5.1 **Membership** – Committee membership was reviewed and Board members were invited to join various committees. Changes were noted. New committee members will be sent information including the date of the next meetings and past minutes.
- 5.2 **Nomination and Governance Report** – The Committee's previous chair reported and referred to minutes of September June 5. Returning Board members were encouraged to connect with the incoming Board members they have been paired with for mentoring. It was noted there is joint Klinik/SERC Board meeting scheduled for Dec 4, and agenda items were suggested: overview of relationship; review of MOU (memorandum of understanding); virtual tour of 167 Sherbrook with pictures and descriptions. Klinik's Board Chair will follow up with SERC's Board chair.

The Director of Finance reported that Klinik will require a separate Board meeting regarding renewal of mortgage terms; this may be set just prior or after the joint meeting.

Finally, it was agreed to take a group Board picture at the next Board meeting for posting on the Board Bio page on the web site.

- 5.3 **Social Justice Report** – A committee member reported and referred board members to minutes of May 29. A motion was made to accept the revised committee terms of reference indicating this is a joint Board/Staff committee.

**IT WAS MOVED** and seconded that the revised terms of reference for the Social Justice Committee be approved to indicate it is a Joint Board/Staff Committee. **CARRIED**

- 5.4 **Building Planning Report** – The Committee’s previous chair provided a status report. The Shared Health Project Coordinator will prepare a monthly report to Klinik, which will be distributed to members of this committee, and any other Board member upon request. Generally and work is progressing as scheduled, and issues are being resolved. We await completion of the structural work to determine what issues will arise (concrete, possibly house foundations, have been discover through drilling for the necessary pile); we await a report, and will share at that time. With respect to the Parking Lot, it is behind schedule initially due to also discovering buried foundations, and most recently due to the moisture. It was noted that funds received through the sale of other buildings will be used to pay down the mortgage. The Building Committee will not meet regularly; ad hoc meetings will be called as required.

With respect to funding and finances, the Executive Director reported we have received significant contribution from an anonymous donor, and there may be an opportunity to re-apply for a further contribution. It was also noted that interest rates are dropping.

6. **Executive Director’s Report, May through September 2019** – The Executive Director referred to this report included in the board package and highlighted a new program “MWMS” (Mobile Withdrawal Management Services) which began in August. The MWMS report included fact sheets: one developed for health care providers, and another for clients. Board members were encouraged to review this report which includes information about building community capacity, service development, and media about Klinik.

7. **In Camera Item – Former Employee**

**IT WAS MOVED** and seconded to move In Camera.

**CARRIED**

The In Camera session ended.

8. **Upcoming Events and Announcements**

Nov 18 (Monday), 5:30 pm: Next Board Meeting (KoP)

Dec 4, 5:30 pm: Joint Klinik/SERC Board Meeting/Holiday Celebration (TBA)

9. **Adjournment** – 7:10 PM