

KLINIC COMMUNITY HEALTH

BOARD OF DIRECTORS MEETING JANUARY 15, 2020

MINUTES

IN ATTENDANCE:

Board Members: MaryStella Anidi (teleconference), Allison Fenske, Amanda Houssin, George Heath, Stephanie Loewen, Kathy Majowski, Natalie Mulaire, Conrad Padilla, Jan Schubert
Regrets: Graeme Findlay, Barb Weselak
Absent: Hardeep Dhaliwal

Management: Nicole Chammartin, Holly Banner, Kathie Timmermann, Veroniek Marshall, Sharlaine Glowatsky

1. **Call to Order and Announcements** – The Chair called the meeting to order at 5:40 pm. The Volunteer appreciation gifts (Knitted mittens with the Klinik logo) were distributed to Board members. The Executive Director introduced Klinik's newly hired Executive Assistant, Sharlaine Glowatsky and Veroniek Marshall, the Clinical Director for Counselling Services who will be providing a presentation on Counselling Services at Klinik.
2. **Presentation – Counselling Services** – Veroniek Marshall, Director of Counselling Services provided a report on Counselling Services including upcoming changes with the goal of increasing accessibility and efficiency as per our Strategic Plan through changes to the intake process and caseload management.

The Board Chair thanked Veroniek for her insightful presentation and leadership for the changes.

Veroniek left the meeting at this time.

3. **Approval of Past Board Minutes** – The Board reviewed the previous minutes from the Klinik Board meeting on November 18/19 and the Joint Klinik/SERC (Sexuality Education Resource Centre) Board meeting on December 4/19.

IT WAS MOVED and seconded to approve the Board of Directors minutes dated Nov. 18, 2019 as distributed. **CARRIED**

IT WAS MOVED and seconded to approve the Joint Klinik/SERC minutes dated Dec. 4, 2019 as distributed. **CARRIED**

4. **Review of Financial Statements to November 30, 2019** – The Director of Finance and Human Resources reviewed the statements. Klinik is on target to be close to a balanced budget at year end.

IT WAS MOVED and seconded to approve the Financial Statements to November 30, 2019 as distributed. **CARRIED**

5. **May Board Meeting and AGM (Annual General Meeting) Dates/Planning** – Agreed on dates as follows:

- May Board: Monday, May 25
 - 2020 AGM: June 3, 11:30-1, followed by agency service recognition from 1-2pm.
- It was noted that the Director of Finance and Human Resources confirmed with the auditors that the Audited Financial Statements will be ready for the AGM

The Executive Director asked for ideas for a guest speaker for the AGM; discussion ensued. It was agreed to invite J from SERC to speak about Diversity, Gender and Sexual Identities, along with Allison Fenske to speak about Human Rights legislation with a lens for Manitoba; both to be confirmed.

6. **Committees & Reports**

- 6.1 **Building Planning Report** – The committee chair reported and referred to minutes of January 8/2020 and advised the project is progressing on schedule. He did indicate there is some risk that the parking lot may not be completed prior to the move in date; this will depend on the spring thaw and how soon the contractor can get back to this project which was rained out in the fall.

The Executive Director requested direction regarding oversight for the Donor Wall. It was agreed that she would be responsible for design (in consultation with Jared Star from SERC who is their Director of Development). Once the design is developed and the cost determined, it will be brought to the Board for approval and funding.

- 6.2 **Nomination and Governance Report** – The Board had a group picture taken which will be posted on the Klinik website with the Board Bios. The committee chair reported and referred to the minutes of January 9/2020. Further to the Board's direction at the last meeting to reduce the size of the Board, the Bylaws were reviewed and proposed amendments were drafted for consideration by the Board. In addition, the committee is reviewing Klinik Policies for Board review and consideration and beginning recruitment for next term.

6.2.1 Bylaws: The Past Chair led a review of the proposed amendments to the Bylaws which were effective January 16, 2019. In accordance with Article N2, the Board will vote on the amended Bylaws at the March 2020 meeting.

6.2.2 Policy Review: The Past Chair led a review of the amendments proposed for Policies A1-5 and advised that it is the recommendation of the committee that A7 be deleted. The remaining policies are currently being reviewed, and will be brought to the next Board meeting.

IT WAS MOVED and seconded that Policies A1 Governance; A2 Vision, Mission & Values; A3 Policy Development, Review & Revision; A4 Fiscal Management; and A5 Risk Management be adopted as amended, and that Policy A7 Executive Director Succession Plan be deleted. **CARRIED**

Moved: Schubert

Seconded: Majowski

The Board expressed their sincere gratefulness to the Past Chair for her review of the Bylaws and Policies.

6.2.3 Board Recruitment: The Board was advised that there are currently five (5) director terms ending in June 2020, and recruitment will begin in February. Board members whose terms continue will be emailed to confirm they are able to complete the 2nd year of their term. Board members were asked to provide suggestions about the type of skills for the upcoming recruitment. The matrix developed for the 2019 recruitment will be emailed to Board members with a request for recommendations for skill types and candidates.

In accordance with Bylaw D.6.1, the Board Chairperson will proceed with notice to Hardeep Dhaliwal and encourage her to reapply when her schedule allows for attendance at Board meetings. This will increase the recruitment to six (6).

6.3 Social Justice Report – The committee co-chair reported and referred to the minutes of the December 4, 2019 meeting. Currently the focus is on developing key media points and tracking follow-up on the position papers.

6.4 Executive Director (ED) Report, Mid November 2019 through Mid January 2020 – The ED referred to this report included in the board package. She added that Klinik has just signed the new Service Purchase Agreement (SPA), and noted the schedules (which outline services to be delivered) have not yet been completed. The WRHA (Winnipeg Regional Health Authority) has indicated there will be an engagement process to develop the schedules; timeline to have in place is April 1, 2020. She advised that her term as co-chair of CACHC (Canadian Association of Community Health Centres) will end in the Fall. As well, she met with the Conservative MP for Kildonan – St. Paul, Raquel Dancho, who wanted to learn more about Klinik services. It was noted that the Government of Canada established a LGBTTT2 Secretariat to improve equality for these communities.

6.4.1 Former Employee (SH) – As previously and regularly reported to the Board since September 2017, SH was terminated in April of 2015, which resulted in an arbitration (decision shared with board previously) and SH has regularly brought forward to the board, management, staff, funders, media, and administrative tribunals concerns about her termination and the care received at Klinik by her family member. SH believes there was a critical incident involving this family member and multiple reports have been filed over several years. After the initial critical incident report there was an investigation that found that this did not meet the criteria for a critical incident which was communicated to the executor (daughter) and recently, with their permission, shared with SH. No further communication was received by the assigned contact family member after Klinik communicated our findings and condolences for their loss.

Due to the nature and tone of correspondence from SH, she was advised to correspond only through legal counsel, she has subsequently asked Klinik to assign new legal counsel, which Klinik has advised will not occur. Most recent events have included SH contacting Klinik staff through their personal emails, after which we instructed our lawyer to send SH a cease and desist order for which she had threatened legal action.

On advice from our counsel, future discussions at the Board of Directors regarding SH will not be held in camera to ensure there is a written record.

The Board of Directors acknowledged their ongoing knowledge of the complaints brought forward by SH regarding her employment and family member care and extended their appreciation to staff and counsel whom have been involved in these difficult circumstances.

7. In Camera Item

IT WAS MOVED to go In Camera.

Conrad Padilla and Sharlaine Glowatsky left the meeting.

The In Camera session ended.

8. Upcoming Events and Announcements

March 18, 5:30pm: Regular Klinik Board meeting, 870 Portage

May 25, 5:30pm: Regular Klinik Board meeting, 870 Portage

June 3, 11:30am – 1pm: Klinik/SERC AGM; details TBD

June 3, 1-2pm: Long Service Recognition

9. Adjournment – 8 pm