

Board of Directors Meeting Minutes
February 23, 2021 5:30 p.m.
ZOOM VIRTUAL MEETING

2020 - 2021	Sep 16	Oct 27	Nov 24	Jan 26	Feb 23	Mar	Apr	May	Jun	Aug
David James	√	√	√	√	√					
Jen Ford	√	√	√	√	√					
Bekki Grieve	√	√	√	√	√					
Nick Wells		√	√	√	√					
Peter Adams	√	√	√	√	√					
Sandi Welch	√	√	√	√	√					
Merle Massé Ciparis	√	√	√	√	√					
Amarilis Drouillard	√	√	√	√	√					
Linda Long	√	√	√	√	√					
Bernie Wiehle		√	√	√	√					

Present: David James, Chair
Jen Ford, Vice-Chair
Bekki Grieve, Membership Secretary
Nick Wells, Board Director
Linda Long, Board Director
Sandi Welch, Board Director
Merle Massé Ciparis, Board Director
Amarilis Drouillard, Board Director
Bernie Wiehle, Board Director
Peter Adams, Board Director

Guest: Kathy Haehnel, Board Director Candidate

Staff: Debra Auterhoff, HROEA, Recorder
Andy Kroeker, Executive Director

1.0 Call to Order - Welcome and Introductions

The Board Chair called the meeting to order at 5:35 p.m.

David James welcomed Kathy Haehnel as a guest and potential Board Director.

2.0 Declaration of Conflict of Interest

Nick Wells and David James declared a conflict of interest regarding item 7.5, Emergency Shelter.

3.0 Approval of February 23, 2021 Meeting Agenda

Bekki Grieve requested a new agenda item regarding Directors not returning to the Board after the 2021 AGM. It was agreed to discuss this item under item 8.4, New Business.

MOVED BY: Jen Ford
SECONDED BY: Nick Wells

THAT the Board of Directors meeting agenda for February 23, 2021 be approved with the new agenda item requested by Bekki Grieve. **CARRIED**

4.0 Approval of February 23, 2021 Meeting Consent Agenda

Discussion included questions related to the management fiduciary statement, the physical environment including Workplace Hazardous Materials Information Systems (WHMIS) and other safety training, and the potential new telephone system.

Action: Review the management fiduciary statement at the next Financial Committee to clarify the intent of the language related to the physical environment and use of “N/A”.

MOVED BY: Merle Massé Ciparis
SECONDED BY: Jen Ford

THAT the Board of Directors Consent Agenda for February 23, 2021 be approved as presented. **CARRIED**

5.0 Actions Arising from Previous Minutes

All were completed with the exception of the Executive Director to explore potential crisis communication protocols with colleagues. This item is deferred.

6.0 Approval of January 26, 2021 Meeting Minutes

MOVED BY: Jen Ford
SECONDED BY: Merle Massé Ciparis

THAT the January 26, 2021 meeting minutes be approved as presented.

CARRIED

7.0 Monitoring / Reporting

7.1 Elgin Ontario Health Team (EOHT)

The Coordinating Council is working with the consultant on a work plan for developing the Collaborative Decision Making Agreement and initial operational structure. The group is cautiously optimistic that the EOHT will be approved by April 1, 2021.

7.2 COVID-19

The Centre continues to be busy and most experts are anticipating a third wave of the pandemic, with some uncertainty as to how severe it will be. As the local infection numbers are low, the region is likely to move to a less restrictive state in the near future. Discussion followed about how the provincial framework is determined.

Plans are underway for the local vaccine rollout, with the initial focus being on sites in Woodstock and St. Thomas. There are concerns about the ability of clients to schedule appointments online, and then travel to the vaccination locations.

It is expected that client-facing staff will become eligible to receive vaccinations within the next few weeks.

7.3 Q3 M-SAA

The Q3 Multi-Sectoral Accountability Agreement (M-SAA) results were reviewed. It was confirmed that the Centre is tracking COVID-related costs and managing COVID funding options.

It was confirmed that the Board does review the M-SAA and that the targets are typically re-examined each January. The Centre typically provides an explanation to the funder when a service target is in the red. To-date there has not been a concern from the funder when targets have not been reached.

7.4 Climate Change Resolution

The draft resolution that will be presented at the June Alliance Annual General Meeting was reviewed. The proposed resolution asks the Alliance to write a letter to the Healthcare of Ontario Pension Plan (HOOPP) requesting that they divest from carbon based industries. It was estimated that this encompasses about 8% of their current holdings.

MOVED BY: Nick Wells
SECONDED BY: Bekki Grieve

THAT the climate change resolution be approved as presented.

CARRIED

7.5 Emergency Shelter

The partnership agreement in the Board package was presented. The agreement between the Health Centre and Grace Anglican Church has been signed and the shelter will be open once enough volunteers have been trained.

7.6 Salary Disclosure

The list of Health Centre employees who will appear on the public salary disclosure list was reviewed. The Primary Health Services Director is new to the list.

Other questions were answered related to a staff's leave of absence and locum coverage.

7.7 Long Service Awards

The Healthy Workplace Committee is recommending that the evening service awards event be revisited. Due to low staff participation in recent years the Committee recommends moving the service awards to a lunch event. It is recognized that many staff commute to West Lorne. Separately, the Board can decide if they will plan a separate staff celebration event.

It was noted that the Board is welcome to attend the lunch service awards event likely to be planned for mid-April 2021.

Action: The Healthy Workplace Committee will provide feedback as to how the Board can best recognize the staff.

8.0 Governance

8.1 Governance Committee

8.1.1 Board Recruitment/Treasurer

The Board was reminded of the need to fill the vacancy caused by the resignation of the Treasurer. Jen is willing to become the Treasurer if another Director comes forward as Vice-Chair. In addition to the workload, it is a risk for one Director to hold both positions on the Board.

It was confirmed that the Executive Director's performance appraisal, conducted by the Vice-Chair, has been completed. It was also clarified that the Vice-Chair does not have to step into the Chair role.

It was agreed that Jen will sign off on the Q3 financials in the absence of a Treasurer, as part of the Board's due diligence.

Action: Board Directors are to contact the Board Chair if they are interested in either the Treasurer or the Vice-Chair positions.

8.1.2 Policy Review

The Board Chair reminded the group that the Health Centre is accredited and that it is a requirement to review policies as part of the accreditation cycle.

Policies Reviewed:

GOV-101	Client Responsibilities and Rights – approved as amended.
GOV-102	Rights of Staff and Volunteers – approved as presented.
GOV-104	Code of Ethics and Conduct – approved as presented.
GOV-105	Membership Recruitment and Participation – approved as amended.
GOV-106	Program, Service Monitoring and Evaluation – approved as amended.
GOV-107	Strategic Plan and Annual Work Plan – approved as amended.

Motion: Nick Wells
Second: Amarilis Drouillard

The Board approves policies GOV-101, 102, 104, 105, 106 and 107 as amended or presented. **CARRIED**

Action: Debra Auterhoff will update these policies on the Board portal and the master policies list.

8.1.3 Strategic Plan

The Board Chair discussed the draft strategic plan timeline. The Chair and Executive Director will prepare a draft Request For Proposal and will bring the draft document for review at the April Board meeting.

Pillar Non-Profit Network's 2021-2023 Strategic Plan was presented as an example of how to have strategic directions focus on equity and system change.

8.1.4 Board Portal

Pictures and Bios on the Board Portal

The Board Directors were asked if their pictures and biographies could be added to the Board Portal for Board Director viewing only. There were no objections to this recommendation.

Action: Debra Auterhoff to update the Board Portal with the pictures and bios of Board Directors.

Discussion about the Board Portal

Feedback was requested on the effectiveness of the Board Portal and the Board orientation section.

Jen Ford confirmed that the different sections for the Board, Governance Committee and the pending Finance Committee area are helpful. No other feedback was noted.

Action: Board Directors will reach out to Debra Auterhoff if they have any feedback about the Board Portal.

The Board discussed whether the Board minutes should be posted on the public area of the website. The minutes could be posted a month after the meeting as they require Board approval at the next meeting first. It was agreed to start publicly posting the Board minutes. Typically minutes will be removed after three (3) months.

Action: Debra Auterhoff will create and maintain a section on the website to publicly post Board minutes.

8.2 Finance Committee

The Q3 Balance Sheet and Income Statement were reviewed along with the briefing note prepared by the Finance and Operations Director.

It was confirmed that there is a delay moving forward with a new telephone system.

8.3 Alliance Board Liaison

The most recent Alliance Board Liaison Networking meeting slide deck was reviewed. Nick Wells, as Alliance Board Liaison, highlighted key areas of the meeting agenda. Another Liaison webinar is scheduled in April and the Alliance AGM and conference will be held virtually from June 15 to 17.

The Board expressed concerns about the general wellness of the staff and discussed how best to support the Centre's staff and leaders. It was agreed that while a post pandemic celebration may be helpful, there will need to be ongoing efforts to support staff recovery.

8.4 New Business

Bekki Grieve announced that she will be finishing her term on the Board and will not stand for re-election at the next AGM. This will leave the Membership Secretary position vacant in September. The Board Chair stated that he may have a potential candidate for Board Director.

9.0 Closed In Camera Session

None.

10.0 Next Meeting

Tuesday, March 23, 2021 5:30 p.m.

11.0 Adjournment

MOVED BY: Sandi Welch

SECONDED BY: Jen Ford

THAT the Board meeting is adjourned at 8:24 p.m.

CARRIED

APPROVED: _____ DATE: _____
David James, Chair

APPROVED: _____ DATE: _____
Jen Ford, Vice-Chair

(Note: approved electronically due to virtual meetings)