

**Board of Directors Meeting Minutes**  
**January 26, 2021 5:30 p.m.**  
**ZOOM VIRTUAL MEETING**

2020 - 2021	Sep 16	Oct 27	Nov 24	Jan 26	Feb	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

**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 5:32 p.m.

**2.0 Declaration of Conflict of Interest**

David James and Nick Wells declared a conflict of interest regarding the emergency shelter to be discussed under agenda item 6.6.

**3.0 Approval of January 26, 2021 Meeting Agenda**

**MOVED BY:** Nick Wells  
**SECONDED BY:** Merle Massé Ciparis

THAT the Board of Directors meeting agenda for January 26, 2021 be approved as presented. **CARRIED**

#### 4.0 Approval of January 26, 2021 Meeting Consent Agenda

Bekki Grieve inquired about accreditation deferral. Andy Kroeker confirmed that the Centre is moving forward with accreditation in 2021 with the onsite visit in December.

**MOVED BY: Amarilis Drouillard**

**SECONDED BY: Jen Ford**

THAT the Board of Directors Consent Agenda for January 26, 2021 be approved as presented. **CARRIED**

#### 5.0 Actions Arising from Previous Minutes

6.3 Noted Correction – “Amarilis to contact farmers to explore using migrant worker accommodations”. Amarilis confirmed that she brought the suggestion forward but the follow-up was not her action item. Although Amarilis felt that this action item was completed it is not clear who made contact with the farmers.

Retail Space Deferred – David James confirmed that this is a deferred action item as retail space for shelter would require rezoning.

All other action items closed.

#### 6.0 Monitoring / Reporting

##### 6.1 Elgin Ontario Health Team (EOHT)

The EOHT full application was submitted on December 18, 2020. The Ministry quickly responded and an information gathering meeting (not an approval meeting) is scheduled with the Steering Committee on January 28, 2021.

##### 6.2 COVID-19

David James commented on the various new grant funding received by the Health Centre and congratulated the staff for all their hard work. He also acknowledged the increase to the team’s workload. David asked the Board to recognize the Centre’s staff for this achievement.

It was noted for the minutes that there was consensus to support David’s comments congratulating the Executive Director and his team. Andy will pass on the feedback at the next staff meeting.

COVID continues to occupy much of the Centre’s time and February’s in person programming has been suspended.

The Covid-19 Assessment Centre formally opened on January 6, 2021. As there will be a delay in receiving funding for the Assessment Centre, the Board was asked for formal approval of the Health Centre's Assessment Centre.

**MOVED BY: Sandi Welch**  
**SECONDED BY: Amarilis Drouillard**

THAT the Board approves the opening of a COVID-19 Assessment Centre.

**CARRIED**

In a discussion about the vaccination roll-out, it was confirmed that there are no vaccines for the Centre's clients or staff in the short-term. David James asked about the Health Centre's vaccination plan. Until the Health Unit provides more details on their plan, there is not enough information for the Centre to start vaccine rollout planning at this time.

### **6.3 Client and Family Advisory Council**

The next meeting may be delayed from February 2nd until March due to the stay-at-home order. Debra is reaching out to Council members as some have limited computer or internet access and/or prefer in person meetings versus a call-in option.

### **6.4 Community Infrastructure Renewal Fund (CIRF)**

The update from the Finance and Operations Director was reviewed. It is expected that the CIRF projects will be on time and on budget.

### **6.5 Climate Change Resolution**

The ED reminded the Board that at the Alliance's last Annual General Meeting, a resolution on climate change was introduced. The ED has joined a small group of CHCs who are drafting a resolution that is aimed at encouraging the Healthcare of Ontario Pension Plan (HOOPP) to divest from carbon-based industries. The Alliance Board will review the proposed resolution and then it will be brought forward to their AGM in June 2021. Some discussion regarding the proposed resolution followed including conflict of interest clarity.

**MOVED BY: Nick Wells**  
**SECONDED BY: Sandi Welch**

THAT the Board approves, in principle, the proposed resolution regarding climate change and HOOPP divestment from carbon-based industries.

**CARRIED**

### **6.6 Emergency Shelter**

The ED acknowledged the great work completed over the last couple of months by the homelessness steering committee and the emergency shelter and long-term planning subcommittees. It was also noted that an emergency shelter is outside of the normal operations of the Health Centre.

There was discussion about the use of Grace Anglican Church as a temporary shelter for this winter only, with a more permanent solution likely needed by October 2021. It was stressed that the Church will not be responsible for operating the shelter.

David James confirmed that there is liability insurance to protect the Church and he has asked that the Health Centre include Grace Anglican Church on its insurance policy.

David confirmed that there is limited funding for the emergency shelter and that it is not expected to impact on the Health Centre's budget.

For the emergency shelter to continue in future years, a combined community and municipal effort is needed. The Health Centre is willing to manage the funds and the community may need to set-up a separate non-profit in the future.

The ED asked for Board approval to prepare a draft memorandum of understanding between the Health Centre and Grace Anglican Church regarding the use of the church as a temporary emergency shelter this winter.

**Motion:** Linda Long  
**Second:** Amarilis Drouillard

That the Board approves the Health Centre entering into a memorandum of understanding with Grace Anglican Church regarding use of the Church as an emergency shelter for this winter only.

**CARRIED**

## **7.0 Governance**

### **7.1 Governance Committee**

#### **7.1.1 Board Recruitment/Treasurer**

Liz Timmermans, Secretary/Treasurer, has resigned from the Board effective immediately.

It was agreed that the Board Director candidate should have a Finance background with the hope that they will join the Finance Committee.

David James and Jen Ford discussed the possibility of a Board Director to take over the role of Vice-Chair and Jen Ford will assume the role of Treasurer. Jen confirmed her willingness to move into the role of Chair this September if needed, so ideally a temporary Vice-Chair would not need to immediately move into the Chair role. David reminded the Board that the Vice-Chair also chairs the Governance Committee. No one stepped forward during the discussion.

**Action:** Bekki Grieve will connect with her previous candidate to reconfirm their interest. If Bekki's candidate declines then David will pursue his candidate.

### 7.1.2 Youth and Quality Committees

No Board representatives came forward for either the Youth or Quality committees. David James felt that the Quality Committee was not urgent but Board representation is preferred on the Youth Committee.

### 7.1.3 Board Calendar

A discussion was held about accreditation and the Board was reminded that policy review is part of accreditation. Few of the current Board Directors have previously participated in the Centre's policy review or accreditation. David James confirmed that the accreditation reviewers will ask Board Directors about knowledge of policies.

The Ontario Hospital Association's Board Assessment Tool was discussed. It can be used to ensure that Board "best practices" are in place as the Health Centre prepares for the onsite accreditation visit in December 2021.

The strategic plan was discussed. The Health Centre's current plan has been extended well past its planned five year timeline. The Centre should start the process to select a strategic planning consultant in the Fall of 2021. Then the Board can lead the work between January and June 2022 to finalize a new strategic plan.

Staff presentations will start again in April 2021 (COVID permitting).

**Motion:** Nick Wells  
**Second:** Merle Massé Ciparis

That the Board approves the Board Calendar as presented.

**CARRIED**

### 7.1.4 Policy Review

GOV-0 Preamble and GOV-223 Departure or Removal of Board Director were reviewed by the Board. No recommended amendments were made.

**Motion:** Amarilis Drouillard  
**Second:** Linda Long

The Board approves policies GOV-0 and GOV-223 as presented.

**CARRIED**

**Action:** Debra Auterhoff to update GOV-0 and GOV-223 including on the Board portal and the master policies list.

### 7.1.5 Board Public Communications

Merle Massé Ciparis shared a discussion from the Governance Committee meeting about referring any public or media inquiry to the Executive Director or Board Chair. Andy/David, or a designate, are the only contacts approved to release comments. This issue came forward as a result of the recent terminations of hospital Chief Executive Officers by their Boards.

Linda Long led a discussion about a crisis communication protocol. Linda has been involved with discussions about crisis protocols at her workplace to have materials ready to draw upon as needed. The policy/protocols are not developed yet and they are using a consultant for this purpose. David and Andy confirmed that although the Health Centre does not have communication protocol for crisis management it does have a media relations policy.

**Action:** Linda Long will keep the Board updated on her crisis communication protocol progress.

**Action:** Andy Kroeker will explore potential crisis communication protocols with colleagues.

### 7.2 Finance Committee

Jen Ford confirmed that the last Finance Committee meeting was on January 19, 2021. Information on pandemic cost funding was included in the consent agenda. Some funding will end on March 31<sup>st</sup> and other will carry over into the next fiscal year. Jen talked about projects such as concrete and parking lot, boiler and hot water replacement, and carpeting and flooring planning in progress. The Centre also received approval in principle for funding for two extra spaces in the Assisted Living Program (\$80,000). The COVID Assessment Centre is scheduled to receive \$38 per test as revenue. Jen confirmed that the budget has some pressures but the Centre has reserves to offset these challenges. More budget information will be available closer to the March 31st year end.

Jen confirmed that a 15 piece donation of art has been received from a local artist. A receipt for a charitable donation has been provided. It is noted that there shall be no sale or donation of the artwork for a period of eight years as per the donor's instructions.

Jen also talked about a telephone system review as part of a process with Compass Community Health. The source of funding will be year-end surplus funds with the potential benefit of ongoing monthly operating savings. Andy confirmed that a vendor decision was made and Compass is negotiating for a better deal. It is not a pressing matter for the Health Centre to participate as this is not an urgent capital project.

Jen confirmed the Finance Committee's recommendation to move the formal tendering procedure threshold to \$50,000. It is important to have flexibility in formal tendering especially when facing timeline constraints to spend funding before year-end.

**Motion: Jen Ford**  
**Second: Nick Wells**

The Board approves a formal tendering threshold increase to \$50,000. **CARRIED**

### 7.3 New Business

David James and Andy Kroeker confirmed that Bernie Wiehle has satisfactorily completed the orientation obligations required to be granted Board voting rights.

**Motion: Sandi Welch**  
**Second: Jen Ford**

The Board approves the granting of Board voting rights to Bernie Wiehle effective immediately. **CARRIED**

### 8.0 Closed In Camera Session

Andy Kroeker was excused from the meeting with a personnel matter discussed.

**Motion: Amarilis Drouillard**  
**Second: Linda Long**

That the Board moves in camera at 7:17 p.m. **CARRIED**

**Motion: Amarilis Drouillard**  
**Second: Merle Massé Ciparis**

That the Board moves out of camera at 7:19 p.m. **CARRIED**

### 9.0 Next Meeting

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

### 10.0 Adjournment

**MOVED BY: Sandi Welch**  
**SECONDED BY: Jen Ford**

THAT the Board meeting is adjourned at 7:21 p.m. **CARRIED**

APPROVED: \_\_\_\_\_ DATE: \_\_\_\_\_  
*David James, Chair*

APPROVED: \_\_\_\_\_ DATE: \_\_\_\_\_  
*Jen Ford, Vice-Chair*

*(Note: approved electronically due to virtual meetings)*