

WINDSOR ESSEX COMMUNITY HEALTH CENTRE (WECHC)
BOARD OF DIRECTORS MEETING MINUTES
Wednesday May 25, 2016 5:30 P.M. to 8:00 P.M.
Teen Health Site 1361 Ouellette Ave. Windsor
Teleconferencing was available upon request

Present: Elaine Clark (Treasurer), Robert Fetherston, Kathryn Hengl (President), William McClounie, John Mowat (Vice President), Toni Scislowski, Tracy Urquhart

Staff: Glenn Bartlett, Executive Director, Patrick Brown, Director Finance, Judy Ellis, Director Clinical Services Sandwich, Beth Kinnaird-Iler Director, Clinical Services Teen Health/Street Health, Hardeep Sadra, Senior Director, Director Chronic Disease, Mary Brannagan, Office Administrator, recorder.

Regrets: Angie Deneweth (Secretary)

Quorum was achieved. Seven (7) of eight (8) Board Members were present.

K. Hengl called the meeting to order at 5:36 P.M. and asked members to identify any conflict of interests at this time. None were declared.

There were no requests made to "unstar" any items therefore the 'starred' (*) items were deemed approved or received.

*Approval of the May 25, 2016 Agenda.

*Approval of the March 22, 2016 Board meeting minutes.

J. Ellis, Director, Clinical and Health Promotion Services Sandwich and Leamington, provided a power point presentation on her portfolio of programs and services provided at the Sandwich Community Health site and Leamington site. See presentation below.

President's Report: K. Hengl reported

Professional Development: The Board completed four (4) events this year. The Accreditation Retreat September 15, 2015, the Cultural Competency Workshops, February 17, 2016, March 9, 2016 and the Quality Workshop, April 27, 2016. Board members were asked to forward any additional ideas for Board professional development opportunities to K. Hengl.

- **Quality Workshop April 27, 2016 debrief.** The feedback provided was positive. It was suggested that it would be helpful if the facilitator could provide two (2) or three (3) top tools the Board could use for decision making.
- **Erie St. Clair Local Health Integration Network (ESC LHIN) - Governance Advisory Council (GAC) Meeting - May 5th, 2016 update.** K. Hengl and J. Mowat reported that in their role as WE CHC Board President and Vice President, they attended this meeting. Approximately thirty (30) LHIN funded Health Service Organizations (HSO) were represented in governance to governance roundtable discussion. The meeting was led by Dr. Martin Girash, ESC LHIN Board Chair. The intent of the meeting was to have the HSO's meet, discuss, engage and explore opportunities to improve the delivery of patient services by familiarizing themselves with each other's programs/services, identify gaps and integration opportunities. The next meeting date is yet to be announced.
- **WE CHC/AOHC Board Liaison Report to the Board.** T. Scislowski reported.

The board liaison role is intended to ensure effective two way communication between health service organization (HSO) Boards and the AOHC's Board. The liaison will keep the AOHC board informed on issues most pressing for their Centres and flag issues of common concern which the AOHC could then lobby the government for on their behalf. The information shared will enable HSOs to optimally position themselves within the provincial or sector-wide landscape. The Board liaison is asked to participate in a one time orientation webinar for new members, to review the orientation to AOHC and the Health System 10, to

participate in two (2) teleconferences per year with other Board liaisons, to participate in two (2) health system webinars per year, to review the Board to Board report and other AOHC communiqués and communicate relevant information to their board. There is a Board liaison portal – one place for board liaisons to get all the information they need. The AOHC will also offer other resources and opportunities that are appropriate for any interested Board members. The AOHC is asking for input on what strategies HSOs are using for community engagement and what their focuses are.

ACTION: T. Scislowski will email Board members the webinar link for viewing online. The webinars are also available to participate in and provide feedback. T. Scislowski will provide a brief synopsis of key issues being addressed in the webinars at the September 2016 Board meeting.

Executive Director's Report: G. Bartlett reported

The following correspondence was included in the Agenda package.

- Letter of resignation was received from Amy Palmer, Director Human Resources effective April 23, 2016.
- Letter to the Erie St. Clair Local Health Integration Network (ESC LHIN) requesting funding for Incremental CHC Services in Leamington. The dollars are expected in the June 15, 2016 transfer payment. Operating budget for this site is approximately \$1 million dollars.
- Letter was received from a volunteer at Street Health Dental Program thanking the organization for recognition in the Windsor Star for her volunteering at the Street Health Dental Program.
- Letter of thank you was sent to Leslie Rebner, Street Health volunteer & Letter to Dr. Jerri Ann Buxton, Street Health volunteer.
- A statement was released by ESC LHIN Board May 11, 2016 announcing Mr. Gary Switzer, CEO, was no longer with the ESC LHIN.
- Announcement was released by ESC LHIN indicating that Mr. Ralph Ganter was appointed Acting CEO effective May 11, 2016. He will also continue in his current capacity as Senior Director, Health System Design & Implementation. R. Ganter has been a great support to WE CHC.
- LHInfo Minute: ESC LHIN publicized the WE CHC New Online Library for Teens and Young Adults in their newsletter.
- WE CHC 6th Annual General Meeting theme will be "Partnerships". H. Sadra reported that the Claudia den Boer Grima, CEO of the Windsor Branch CMHA, will be the guest speaker. There will be staff recognition at this event which will be held Tuesday June 28, 2016 5:30 P.M. to 7:00 P.M. at the Pickwick site. The Board will hold its regular Board meeting prior to this event from 4:30 P.M. to 5:30 P.M. at the Diabetes site.
- Community Health Foundation of Windsor and Essex County: G. Bartlett reported that an insert will be placed in the Windsor Star the Saturday June 25, 2016 featuring WE CHC including the Foundation.
- WE CHC Diabetes Prevention Program Funding. G. Bartlett reported that this program is currently funded by the MoHLTC Health Promotion Implementation Branch with non-sustainable funding. At the request of WE CHC, the Ministry is now considering annual "evergreen funding". This program is separate and apart from the current WE CHC Diabetes Wellness Program which does operate with annual funding.
- WE CHC Strategic and Implementation Plan was updated May 2016 and was included in the agenda package.
- G. Bartlett reported that M. Brannagan, Office Administrator, had submitted her letter of retirement effective July 8, 2016.

- WE CHC Capital Project Stage 3: P. Brown reported that the engineer is working on the Ministry required Infection Prevention and Control (IPAC) and HVAC system issues. The final Stage 3 submission with modifications should be submitted to the Ministry near the end of June 2016. The target date for move in to the College Ave. Community Centre is Fall 2017.
- WE CHC Q4 Executive Dashboard 2015-2016 & Definitions & Trending. H. Sadra reported that there were no "red flags" with the findings. The client complexity of care has not yet stabilized but is expected to in the near future. The complexity of care is currently at 85% overall. Stabilization of complexity of care will ensure appropriate staffing.

Motion: A motion was made to accept the President's and the Executive Director's reports.

Moved: T. Urquhart **Seconded:** E. Clark No Discussion Carried

Committee Reports:

Finance Committee – E. Clark, Chair, reported

- The Committee met April 20, 2016 and will meet next June 22, 2016 with the Auditors to review the Audited Financial Statements of March 31, 2016. E. Clark was given a draft copy of the statements and will review them prior to the June 22, 2016 meeting. There were no adjustments noted by the Auditor.
- The approved February 24, 2016 Finance Committee meeting minutes were included in the Agenda package.

Q4 Financial Reporting: P. Brown reported.

- WE CHC MSAA Agreement Refresh 2016_2017 Final Report.

Recommendation:

Based on the Board's previous approval, November 24, 2015, of the submission of the WE CHC MSAA Agreement 2016_2017 Refresh, and considering that the content had not changed, the Finance Committee approved the signing and submission of the MSSA Agreement April 21, 2016 and agreed to present it to the Board at the May 24, 2016 Board meeting for ratification.

- Q4 Staff Report
- Q4 Variance Report
- Monthly Factual Certificates for February 2016 and March 2016

Motion: A motion was made to ratify the findings of the Finance Committee's approval, signing and submission of the MSAA Refresh 2016-2017 agreement.

Moved: E. Clark **Seconded:** J. Mowat No discussion Carried

Recommendation:

The Finance Committee recommends the Board accept the Q4 Staff Report, Q4 Variance Report, and the Monthly Factual Certificates for February 2016, March 2016 as submitted.

Motion: A motion was made to accept the Q4 Staff Report, Q4 Variance Report and the Monthly Factual Certificates for February 2016, March 2016 as submitted.

Moved: E. Clark **Seconded:** W. McClounie No discussion Carried

STAFF REPORT

Date: April 14, 2016
To: WECHC Finance Committee
From: Patrick Brown, Director Finance
Subject: Q4 Program Budget Variance Report
Purpose: Information/Approval

Summary

All projections are preliminary and subject to final year end adjustments. At his point in time it appears that returns of surpluses will be restricted to Uninsured Clients and the Hep C program.

MONTHLY FACTUAL CERTIFICATE

To: **Board of Directors
Windsor Essex Community Health Centre (WE CHC)**

The undersigned hereby certifies that, to the best of his/her knowledge, information and belief after due inquiry, as at February 29, 2016.

1. The WE CHC is in compliance, as required by law, with all statutes and regulations relating to the withholding and/or payment of governmental remittances, including, without limiting the generality of the foregoing, the following:
 - All payroll deductions at source, including Employment Insurance, Canada Pension Plan and Income Tax;
 - Ontario Employer Health Tax;
 - Harmonized Sales Tax
 - Workplace Safety and Insurance Board (WSIB)and they believe that all necessary policies and procedures are in place to ensure that all future payments of such amounts will be made in a timely manner.
2. The WE CHC is in compliance with all applicable Health and Safety legislation and all applicable Pay Equity legislation.
3. The WE CHC is in compliance with the requirements of the Corporations Information Act and has updated and verified its corporate public record, by submission of Form 1 within 15 days of any change to Board membership; last submission April 15, 2015.
4. The WE CHC is in compliance with the requirements of the Income Tax Act, and date of last filing of form T3010, Registered Charity Information Return is September 15, 2015.
5. The WE CHC is providing the prescribed standard of service in the performance of its functions and following the prescribed procedures and practices in accordance with our funding agreements, as reported to the Board of Directors of the WE CHC through the following reports:
 - Monthly Financial Report reviewed with Executive Director
 - Quarterly report to MOHLTC (MIS OHRIS TB) submitted: January 21, 2016
 - Quarterly report to LHIN (SRI) report submitted: February 3, 2016
 - Quarterly reports to Board
 - Annual Reconciliation Report to Various MOHLTC Departments – June 29, 2015
 - CAPS Refresh submitted: November 23, 2015

Dated at Windsor, Ontario the 8th day of March, 2016



Glenn Bartlett
Executive Director

MONTHLY FACTUAL CERTIFICATE

To: **Board of Directors**
Windsor Essex Community Health Centre (WE CHC)

The undersigned hereby certifies that, to the best of his/her knowledge, information and belief after due inquiry, as at March 31, 2016:

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 - All payroll deductions at source, including Employment Insurance, Canada Pension Plan and Income Tax;
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 - Workplace Safety and Insurance Board (WSIB)and they believe that all necessary policies and procedures are in place to ensure that all future payments of such amounts will be made in a timely manner.
2. The WE CHC is in compliance with all applicable Health and Safety legislation and all applicable Pay Equity legislation.
3. The WE CHC is in compliance with the requirements of the Corporations Information Act and has updated and verified its corporate public record, by submission of Form 1 within 15 days of any change to Board membership; last submission March 14, 2016.
4. The WE CHC is in compliance with the requirements of the Income Tax Act, and date of last filing of form T3010. Registered Charity Information Return is September 16, 2016.
5. The WE CHC is providing the prescribed standard of service in the performance of its functions and following the prescribed procedures and practices in accordance with our funding agreements, as reported to the Board of Directors of the WE CHC through the following reports:
 - Monthly Financial Report reviewed with Executive Director
 - Quarterly report to MOHLTC (MIS OHRS TB) submitted: January 21, 2016
 - Quarterly report to LHIN (SRI) report submitted: February 3, 2016
 - Quarterly reports to Board
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 - CAPS Refresh submitted: November 23, 2015

Dated at Windsor, Ontario the 12th day of April, 2016


Glenn Bartlett
Executive Director

There is currently one (1) vacant position on the Finance Committee so the recommendation of the Finance Committee was to poll the Board for anyone interested in joining in addition to their other committee responsibilities. The Board was polled and no one was interested therefore the Board Members on the Finance Committee will stand at two (2).

Motion: A motion was made to approve the Finance Committee report.

Moved: J. Mowat

Seconded: T. Urquhart

No discussion

Carried

Governance Committee – B. Fetherston, Chair, reported

- The Committee met for their regularly scheduled meeting on April 20, 2016 and will meet next June 22, 2016.
- The approved February 24, 2016 Governance Committee meeting minutes were included in the Agenda package and included the Board & Board Committee Attendance Report.
- The Governance Committee will review two (2) Board Policies per meeting and bring them forward to the following Board meeting for review/discussion and approval in an effort to keep them current. The following were reviewed April 20, 2016.
- The Board Code of Conduct and Ethics policy CODE #: WE-BG-01 Effective Date: September 23, 2014 was reviewed and discussed. There were no suggested changes made to the content. The revision dates were updated.
- The Stability, Renewal and Profile of the Board of Directors (Appendix A-D) was reviewed and discussed. The changes were highlighted.

Recommendation:

The Board approve the Board Code of Conduct and Ethics policy and the Stability, Renewal and Profile of the Board of Directors policy with the highlighted changes and revision dates updated.

Moved: B. Fetherston **Seconded:** T. Scislowski

Clarification was provided on the highlighted changes.

No further discussion Carried

Motion: A motion was made to accept the Governance Committee report.

Moved: T. Scislowski **Seconded:** J. Mowat No Discussion Carried

Quality Utilization and Risk Committee – T. Scislowski, Chair, reported.

- The Committee met April 19, 2016 and will next meet June 21, 2016.
- The February 16, 2016 QUR approved meeting minutes were included in the Agenda package.
- Quality Improvement Plan Executive Summary was included in the agenda package. The QIP was submitted April 2016.
- The Q4 Incidence Report & Q4 Client Compliments & Complaints Reports.

Recommendation:

The Board accept the Q4 Incidence Report and Q4 Client Compliments and Complaints Reports and the Quality Improvement Plan Executive Summary.

Motion: A motion was made to accept the Q4 Incidence Report and Q4 Client Compliments and Complaints Reports and the Quality Improvement Plan Executive Summary

Moved: T. Scislowski **Seconded:** J. Mowat No Discussion Carried

- H. Sadra will provide the Quality Committee with the HIROC webinars at the June 21, 2016 Quality Committee meeting.

Motion: A motion was made to approve the Quality Utilization and Risk report.

Moved: B. Fetherston **Seconded:** E. Clark No Discussion Carried

The Directors left the meeting at 6:58 P.M.

In-Camera – HR/Personnel/Finance Issues

Motion: A motion was made to move in-camera at 6:59 P. M.

Moved: Tracy **Seconded:** E. Clark No discussion Carried

Motion: A motion was made to move back to the regular Board meeting at 7:05 P.M.

Moved: T. Scislowski **Seconded:** T. Urquhart No Discussion Carried

A motion was made to approve the March 22, 2016 In-Camera meeting minutes as presented.

Moved: J. Mowat **Seconded:** B. Fetherston No Discussion Carried

There were no other in-camera agenda items.

Adjournment: A motion was made by K. Hengl to adjourn the meeting at 7:05 P.M.

Respectfully submitted by Mary Brannagan, Recorder.

Approved June 28, 2016