

**WINDSOR ESSEX COMMUNITY HEALTH CENTRE (weCHC)
BOARD OF DIRECTORS MEETING MINUTES
Wednesday March 22, 2023 5:30 – 8:00 pm
Sandwich Site**

Present: Justine Taylor (Chair) – by phone, Camille Armour (Vice Chair), Clara Howitt (Secretary), Katelyn Dryden (Treasurer), Alix Khanafer, Nicole Dziamarski

Staff: Rita Taillefer (ED), Amy Palmer (Director HR & Clinical Practice), Nadine Manroe-Wakerell (Director, Clinical Practice)

Regrets: Helen Bolton, Ken Stewart, Christian Janisse

Guests: Laura Strathdee – Director, Dr. V. DeMelo, Dana Young – Legal Counsel

Recorder: Lynn Thomson, Executive Assistant, Recorder

Quorum was achieved. Six (6) of nine (9) Board Members were present.

- J. Taylor called the meeting to order at 5:40 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 17, 2023 Agenda as presented.**
- * **Approval of the March 22, 2023 Board Meeting Minutes as circulated.**
- * **The Land Acknowledgement Statement was acknowledged and read.**

1. Green House / International Agricultural Workers (Presented by Dr. V. DeMelo & L. Strathdee)

- The Power Point presentation was table dropped and a presentation followed to update on the work on farms three days/week and the Sunday walk in clinic.

2. ONCA Transition: By-Laws / Board Ready Form / Articles of Amendment (Presented by D. Young)

- Articles of Amendment were reviewed, discussed, and approved. This was previously known as Letters Patent.
- The updated By-Laws were reviewed, discussed, and approved.
- The updated Board Ready Form (to replace the Declaration & Understanding Form) was reviewed, discussed and approved. Suggested changes were made to add an explanation in the footnotes for what information becomes public and what is only available to CRA.
- Finalization will be sent via DocuSign. The By-Laws and Articles of Amendment will have the effective date.

Motion: A Motion was made to accept the updated Articles of Amendment as presented.

Members' Special Resolutions:

- The Articles of Amendment are hereby approved in the form presented.
- The Corporation is authorized and directed to seek issuance of the Articles of Amendment and to that end to seek such approvals and advice from such government authorities as may be required or advisable.
- Any two Directors (the “Authorized Signatories”) are hereby authorized and directed for and on behalf of the Corporation to execute and deliver the Application for Articles of Amendment, with such alterations, amendments, deletions or additions as may be required to obtain the approvals

or to reflect any advice from government authorities or which the Authorized Signatories otherwise determine advisable and execution accordingly shall be conclusive evidence of such approval.

- The Authorized Signatories are hereby authorized to execute and deliver on behalf of the Corporation all such other documents and writings and to do such other acts and things as may be necessary or desirable to give effect to the foregoing.
- Effective upon issuance of the Articles of Amendment, the number of Directors within the minimum and maximum numbers of Directors provided for in the Articles shall be 8.
- Effective upon issuance of the Articles of Amendment, the Board is hereby empowered to determine from time to time the number of Directors within the minimum and maximum numbers provided for in the Articles, effective upon issuance of the Articles of Amendment.

Moved: C. Howitt

Seconded: K. Dryden

No Discussion

Carried

Motion: A Motion was made to accept the updated By-Laws as presented.

Board Resolutions

- By-law: March 22, 2023, in the form presented to the Board, is hereby passed as a by-law of the Corporation.
- The Chair and Secretary are hereby authorized and directed to sign By-law March 22, 2023 as so enacted as evidence of the foregoing.

Moved: K. Dryden

Seconded: A. Khanafer

No Discussion

Carried

Members' Resolutions:

- By-law March 22, 2023 as approved by the Board, is hereby confirmed.
- The Chair and Secretary are hereby authorized and directed to sign By-law March 22, 2023 as so enacted as evidence of the foregoing.

Moved: C. Armour

Seconded: N. Dziarmarski

No Discussion

Carried

Motion: A Motion was made to accept the Board Ready Form as presented.

Board Resolutions:

- The Board Ready Form, in the form presented is hereby approved.
- The Secretary is hereby authorized and directed to ensure that new Directors complete and sign the Board Ready Form upon their election.

Moved: N. Dziarmarski

Seconded: C. Armour

No Discussion

Carried

3. Chair's Report (Reported by J. Taylor)

- The next meeting will be virtual. No other updates.

4. Board Liaison Report (Reported by N. Diamarski)

- A Board Networking Webinar took place on February 2, 2023.
- Discussion around collaborative governance for OHTs was discussed and fiduciary requirements and meeting the needs of the community.
- There are upcoming Board Liaison opportunities in April and May.

5. Executive Director's Report (Reported by R. Taillefer)

CTS Update

- The operationalization of the CTS will now be taken over by HDGH.
- There was a site visit on March 20th. The site is well positioned for opening.

Site Updates

- **Teen:** No updates
- **Sandwich:** No updates
- **Street:** No updates
- **Diabetes:** No updates
- **Pickwick:** No updates

- **Leamington:** No updates
- **Finance:** Year end spending is ongoing. Many purchases have been made for grocery cards to allow clients to purchase groceries and medications.
- **Vaccination Clinics:** The COVID Vaccination Clinics are completed.

Ontario Health Teams

- Working groups and subcommittees have been established.
- Co-ordinated access is under discussion to provide centralized intake for mental health and addictions across organizations. Waitlists are being shared to develop a plan to provide better access to services.

Alliance Conference and AGM (June 7-8)

- Two Directors from weCHC will attend.
- Registration is open.
- Resolutions will be passed at the AGM and require Board approval for the Board Liaison to vote on behalf of the Board of Directors.
- N. Dziamarski and A. Khanafer will attend on behalf of the Board.

Strategic Plan 2023-2025

- The Strategic Plan was presented and approved. The Leadership Team will work on an operational plan.
- **Motion: A Motion was made to accept the Strategic Plan as presented.**
- **Moved:** C. Howitt **Seconded:** N. Dziamarski No Discussion Carried

Motion: A Motion was made to accept the Executive Director's Report as presented.

Moved: C. Armour **Seconded:** A. Khanafer No Discussion Carried

6. Committee Reports

Finance Committee (K. Dryden)

- The Committee last met February 15, 2023 and will meet next on June 21, 2023. The current financial position was reviewed, and no concerns were raised. The Auditor will attend the June 21, 2023 meeting.
- The investments have been moved into GICs.

Monthly Factual Certificate – December 2022

MONTHLY FACTUAL CERTIFICATE

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

The undersigned hereby certifies that, to the best of his/her knowledge, information and belief after due inquiry, as at December 31, 2022.

1. weCHC 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. weCHC is in compliance with all applicable Health and Safety legislation and all applicable Pay Equity legislation.
3. weCHC 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 July 7, 2022.
4. weCHC is in compliance with the requirements of the Income Tax Act, and date of last filing of form T3010, Registered Charity Information Return is July 9, 2022.
5. weCHC 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 weCHC through the following reports:
 - Monthly Financial Report reviewed with Executive Director
 - Quarterly report to MOHLTC (MIS OHRS TB) submitted: October 15, 2022
 - Quarterly report to LHIN (SRI) report submitted: November 7, 2022
 - Quarterly reports to Board
 - Annual Reconciliation Report to Various MOHLTC Departments – June 2022
 - CAPS Refresh approved: March 15, 2019

Dated on the 9th day of January, 2023 in Windsor, Ontario



Rita Taillefer
Executive Director

Monthly Factual Certificate – January 2023

MONTHLY FACTUAL CERTIFICATE

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

The undersigned hereby certifies that, to the best of his/her knowledge, information and belief after due inquiry, as at January 31, 2023.

1. weCHC 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. weCHC is in compliance with all applicable Health and Safety legislation and all applicable Pay Equity legislation.
3. weCHC 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 July 7, 2022.
4. weCHC is in compliance with the requirements of the Income Tax Act, and date of last filing of form T3010, Registered Charity Information Return is July 9, 2022.
5. weCHC 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 weCHC through the following reports:
 - Monthly Financial Report reviewed with Executive Director
 - Quarterly report to MOHLTC (MIS OHRS TB) submitted: January 15, 2023
 - Quarterly report to LHIN (SRI) report submitted: November 7, 2022
 - Quarterly reports to Board
 - Annual Reconciliation Report to Various MOHLTC Departments – June 2022
 - CAPS Refresh approved: March 15, 2019

Dated on the 3rd day of February, 2023 in Windsor, Ontario



Rita Taillefer
Executive Director

Q3 Variance Report

WECHC Program Budget Variance Report For Period: December 31, 2022				
Program	Annual Budget	Year to Date Budget	Actual	Variance
CHC Core (LHIN/MOHLTC)				
Restricted				
Physicians	2,495,773	1,871,830	1,789,904	81,926
Non-Insured/Sessional	10,000	7,500	5,146	2,354
	2,505,773	1,879,330	1,795,050	84,280
Unrestricted				
Operating	8,479,513	6,359,635	6,324,648	34,987
	8,479,513	6,359,635	6,324,648	34,987 *
Total	10,985,286	8,238,965	8,119,698	119,267
Dedicated Funding				
MOHLTC				
Eating Disorders/Substance Abuse	395,261	296,446	288,533	7,913
Harm Reduction SAP	412,800	309,600	281,319	28,281
Diabetes Wellness	2,318,742	1,739,057	1,732,030	7,027 *
Chronic Disease Management	1,285,335	964,001	954,508	9,493 *
Hepatitis C Virus Team	477,465	358,099	348,524	9,575
Ontario Diabetes Strategy	263,400	197,550	166,004	31,546
	5,153,003	3,864,752	3,770,918	93,834
Other Funding				
SAPPACY	370,434	277,826	268,591	9,235
DPP	67,200	50,400	50,400	-
ED IOP	234,731	176,048	148,481	27,567
Maryvale	86,114	64,586	64,585	1
	758,479	568,859	532,057	36,802
	16,896,768	12,672,576	12,422,673	249,903

Unrestricted Surpluses

51,507

• Q3 Staff Report

Core Funding

Physician Salaries: At the end of Q3, the physician compensation program ran a surplus of \$81,926 due to physician leaving and a delay in filling the position. We anticipate ending the year in a balanced position.

Non-insured funding: This funding is for diagnostic testing for clients who, for various reasons, do not have access to OHIP. No re-allocation requests will be made as we anticipate this will be utilized due to the increasing number of uninsured clients we are seeing.

Core Operating Expenses: On December 31, 2022, there was a \$37,987 surplus in our General Operating funding. This position will be monitored and planned to ensure no recovery by the ministry at the end of the year.

Designated Funding

Nurse Practitioner - Eating Disorders: This program is slightly overbudget as a result of Temporary Retention Incentive for Nurses. The funding received for this payout is not reflected in the funding.

Harm Reduction Substance Abuse Program: Q3 has a surplus at December 31. This will be monitored in Q4 to ensure no surplus at year end.

Diabetes Wellness: Has a Q3 surplus of \$7,027.

Chronic Disease Management: Has a Q3 surplus of \$9,575 and is functioning within its funding parameters. This is due to a realignment of staffing. If the surplus is not utilized within the program, a reallocation into global operating will be done as permitted.

Hepatitis C Virus Team: Has a Q3 deficit of \$5,071. This program is slightly overbudget as a result of Temporary Retention Incentive for Nurses. The funding received for this payout is not reflected in the funding.

Ontario Diabetes Strategy: has a Q3 surplus of \$31,546 due primarily to savings from not incurring regular venue costs for classes and presentations, as these have transitioned to virtual offerings.

Summary

At the end of Q3, we are at an overall surplus of \$51,507, with plans to utilize this surplus by the end of Q4. Surpluses will be directed to direct client care.

Motion: A Motion was made to accept the Finance Report as presented.

Moved: K. Dryden **Seconded:** A. Khanafer No Discussion Carried

Governance Committee (Reported by C. Howitt, Chair)

- The Committee last met February 15, 2023 and will meet next on April 19, 2023.
- **Approval of Board Policies:** No policies to approve.
- H. Bolton's term ends after the AGM. The Board number will be reduced to 8.

Motion: A Motion was made to accept the Governance Report as presented.

Moved: A. Khanafer **Seconded:** K. Dryden No Discussion Carried

4. Quality Utilization and Risk Committee (Reported by C. Armour)

- The Committee last met on February 22, 2023 and will next meet on April 26, 2023.
- **2022 Client Satisfaction Survey:** The Summary was reviewed and discussed.
 - **Positive Themes:**
 - Listened to
 - Clean/comfortable locations
 - Caring/kind/compassionate
 - Appointment ease and scheduling
 - **Areas for Improvement:**
 - Parking
 - Primary Care Appointments / Wait Times
 - Counselling Access
 - Evening / Weekend hours
 - **Plans for Improvement**
 - Implement same day access across primary care sites.
 - Monitor and improve optimization and access for primary care.
 - Monitor and improve Social Work intake process and scheduling.
- The Board Members were encouraged to read the individual site reports from the minutes included in the package.
- The Quality Improvement Plan (QIP) was reviewed and discussed.

Motion: A Motion was made to move to approve the Quality Improvement Plan.

Moved: C. Armour **Seconded:** N. Dziarmarski No Discussion Carried

Motion: A Motion was made to move to approve the QUR Report.

Moved: N. Dziarmarski **Seconded:** K. Dryden No Discussion Carried

7. In-camera – HR/Personnel/Finance Issues

- in camera items.

8. Any Other Business

There was no other business.

9. Adjournment

The meeting was adjourned at 7:18 pm. The next meeting will be held on May 17, 2023 by Teams.

Respectfully Submitted by Lynn Thomson

Approved May 17, 2023



J. Taylor, Chair



Clara Howitt, Secretary



Lynn Thomson, Recorder