

WINDSOR ESSEX COMMUNITY HEALTH CENTRE (weCHC)
BOARD OF DIRECTORS MEETING AGENDA
Wednesday June 22, 2022 ~ 5:00 - 6:30 pm
By Microsoft Teams

Please carefully review the 'starred' (*) agenda items. 'Starred' items will not be discussed during a scheduled meeting unless a Board member specifically requests that a 'starred' agenda item be 'unstarred'. 'Unstarred' items are open for discussion/debate. Requests to 'unstar' an item can be made by e-mailing Mary or at the start of the meeting when the agenda is confirmed. By the end of the meeting, agenda items which remain 'starred' (*) will be deemed approved or received.

(I) = Information	(D) = Discussion	(A) = Action Required	Agent
5:00	Call the meeting to order & identify any conflict of interests		W. McClounie
5:00 *	Approval of the June 22, 2022 Agenda		All
5:00 *	Approval of the May 25, 2022 Meeting Minutes		All

5:05 – 5:10

weCHC and Board Report (included in AGM Report) (I)

W. McClounie

- Emailed on June 17, 2022 – Attached to Meeting Invite Separately

5:10 – 5:20

Board Liaison Report (I)

J. Taylor

5:20 – 6:15

Committee Reports:

Finance Committee – W. McClounie (for J. Dent, Chair)

- The Committee last met on June 15, 2022 and will next meet on December 14, 2022. The minutes from the June 15, 2022 meeting are included in the Agenda package.
- Monthly Factual Certificate April & May 2022 – included in the June 15 meeting minutes **(I)**
- The Committee met June 15, 2022 with the Auditor from Grant Thornton LLP to review the Draft Audited Financial Statements March 31, 2022. **(I) (D) (A)**

Recommendation: A recommendation will be made to the Board Meeting on June 22, 2022 to approve the Draft Financial Statements at March 31, 2022 as presented by Grant Thornton at the Finance and Facilities Meeting on June 15, 2022.

Motion Required

Governance Committee – C. Howitt (Chair)

- The Committee met June 15, 2022 and will next meet on October 19, 2022. The minutes from the June 15, 2022 meeting are included in the Agenda package.
- Board Vacancies x 2 (as per the Governance Minutes)
- Release ED 2% Annual Performance Holdback **(I) (D) (A)**

Recommendation: A recommendation & Motion was made that the Board releases the 2% Annual Performance Holdback to R. Taillefer.

Motion Required

- 2021-2022 Conflict Resolution Register **(I)**
- 2022-2023 Board and Board Committee Meeting Schedule **(I)**
 - **The September 28 meeting may be moved to September 21 for Strategic Planning purposes (based on availability of Consultant)**

Recommendation: A recommendation is made that the Board accept the 2022-2023 meeting schedule as presented realizing that some positions will not be filled until the June 29 meeting.

Quality Utilization and Risk Committee – K. Stewart, Chair

- The Committee last met on May 11, 2022 and will next meet on October 26, 2022.
- The May meeting minutes were included in the May 25, 2022 Board Meeting Agenda Package.

Other Business:

- **Resolution – W. McClounie**

A Resolution will be passed to increase the Board Members from eight(8) to nine (9) at the AGM.

- **weCHC Board of Directors for 2022-2023 (I) – W. McClounie**

Reaffirm the appointments of the following members of the weCHC Board of Directors for 2022-2023. Helen Bolton, Ken Stewart, Clara Howitt, Camille Armour, Justine Taylor and Alex Khanafer. This will be completed at the June 29, 2022 Board Meeting and will be in person.

Type text here

- **weCHC Officers and Sub Committees for 2022 – 2023 – W. McClounie**

Reaffirm/appoint the members of the weCHC Sub Committees of the Board for 2022-2023. This will be completed at the June 29, 2022 Board Meeting and will be in person.

- **Officers of the WECHC Board - W. McClounie**

- Reaffirm and appoint the Officers of the WECHC Board of Directors for 2022-2023. This will be completed at the June 29, 2022 Board Meeting and will be in person. The current Officers are:

William McClounie, Chair – **leaving due to end of term**

Helen Bolton, Vice Chair

Vacant, Treasurer – **resigned effective June 22, 2022**

Clara Howitt, Secretary

6:15-6:25

In-camera – HR/Personnel/Finance Issues

6:25 Adjournment

The next Board Meeting will take place on Wednesday September 21, 2022. Venue TBD.

WINDSOR ESSEX COMMUNITY HEALTH CENTRE (weCHC)
BOARD OF DIRECTORS MEETING MINUTES
Wednesday May 25, 2022 5:30 – 8:00 pm
By Microsoft Teams

- Present:** William McClounie (Chair), Helen Bolton (Vice Chair), Clara Howitt (Secretary), Jackie Dent (Treasurer), Ken Stewart, Justine Taylor
- Staff:** Rita Taillefer (ED), Sheraz Thomas (Director Data Management & Corporate Services),
- Regrets:** Camille Armour, Alix Khanafer
- Recorder:** Lynn Thomson, Executive Assistant, Recorder
- Guest:** Suzanne Cayen – Participant from CDSM – Client Story

Quorum was achieved. Six (6) of eight (8) Board Members were present.

- W. McClounie called the meeting to order at 5:32 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, 2022 Agenda as presented**
- * **Approval of the March 23, 2022 Board Meeting Minutes as circulated**
- * **Approval of May 10, 2022 E-Vote (MSAA Schedule F)**
- * **The Land Acknowledgement Statement was read and acknowledged**

1. Chronic Disease Management Series (CDSM)

- A verbal presentation was made by S. Cayen, a participant in the program, who shared her story/journey through the program and acknowledged the help it provided her with chronic pain. She plans to become a peer volunteer with the program.

2. Chair's Report (Reported by W. McClounie)

- **Purchase Orders Signed Off:**
 - iSecurity – System Hardening Services (\$61,800 + tax) – 5 April 2022 – Expected to be completed mid June to make the system as secure as possible.
 - iSecurity – IT Managed Services (\$192,000 + tax) – 9 April 2022 – This will be to manage services over the following year. This will be an annualized cost.
 - iSecurity – Incident Response & Forensic Investigation (\$167,000 + tax) – 21 April 2022 – HIROC has reimbursed this cost.

3. Board Liaison Report (Reported by J. Taylor)

- **Updates:** The Board Liaison met on April 20, 2022 where the resolutions were reviewed. The Board can submit any suggested changes by May 30, 2022. The resolutions were included in the Agenda package for consent and suggestions.
- **The Alliance Strategic Plan:** The suggested changes as submitted from the Board and Leadership were submitted to Alliance by the deadline.
- **Annual Endorsement of Equity Charter:** The Annual Endorsement of Equity Charter is required to be renewed at the Alliance AGM on June 7, 2022

A Resolution of the Board granting proxy to R. Taillefer for voting on the Alliance Resolutions and Annual Equity Charter is required. This will be sent once the Leadership Team has met and reviewed the Resolutions. Any suggested amendments are requested to be sent to Rita prior to the May 30, 2022 deadline.

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

- **COVID Updates:** The MOH has given notice of Expiration of Mask and Face Covering Requirements in Certain Settings effective June 11, 2022.
- **SAPACCY:** The team has moved into the basement at the Teen Site. All positions have been filled. This program has been funded for staffing and operationalizing.
- **Disconnecting from Work Policy:** This new policy has been implemented. It clearly states there is no expectation for employees to work outside their regularly scheduled work hours.

Site Updates:

- **Diabetes:** No update
- **Leamington:** No update
- **Pickwick:** No update
- **Sandwich:** No update
- **Street Health:** No update
- **Teen:** There was a recent break in at the Teen site and equipment was stolen. Additional security/safety measures are being put in place by the Landlord to make the building more secure.

CTS Update:

- An urgent temporary application has been submitted from the Health Unit.
- A permanent site has been secured however still requires City Council approval as the original site voted on has changed.

Ontario Health Team

- There has been a recent change in Leadership. R. Taillefer is now the Co-Chair representing primary care. Things are moving well in this direction.
- The Year One population has been identified as Best Care (COPD, Asthma, CHF) and High Priority Populations.

Awards

- weCHC is the recipient of two awards in June:
 - Alliance for Healthier Communities (Transformative Change Award). This is a partnership with CKCHC. This will be presented at the Alliance Conference in June.
 - BANA (Outstanding Community Organization). This will be presented 'virtually' at their AGM on June 22.

Golf Tournament (May 30, 2022)

- The tournament is sold out, including sponsorships. Any Directors interested in attending the dinner should contact Shelby.

Q4 Executive Dashboard

- The Q4 Dashboard was included in the Agenda package. This was reviewed and discussed. Work is ongoing to strengthen the MSAA indicators.

weCHC Strategic Plan

- The renewal of the 3-year plan is due in April 2023. Discussion took place about a new consultant to facilitate this process.

- A new consultant is proposed. Forsythe Management Consultant comes highly recommended with great recommendations and references. The cost is not prohibitive.
- The Board agreed on the proposed Consultant but requested a few other quotes. R. Taillefer will reach out to other Consultants but will proceed with the proposed Consultant if there is a substantial cost difference.
- **K. Stewart declared a conflict of interest due to previously working with Forsythe Management Consultants and either working with or having knowledge of the references. This will be recorded on the Annual Conflict Register. K. Stewart will be able to participate in the process but will abstain from any voting.**

Motion: A Motion was made to engage Forsythe Management Consultants to facilitate the 2023-2026 strategic planning process.

Moved: H. Bolton

Seconded: J. Dent

No Discussion

Carried

IT Updates

- The costs for iSecurity will continue for managed services and will be reassessed the next fiscal year to determine the necessity and at what level.

International Agricultural Workers (IAW)

- Work is continuing with two farms (Mucci & Great Lakes) and is going well.

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

Moved: W. McClounie

Seconded: C. Howitt

No Discussion

Carried

5. Committee Reports

Finance Committee (J. Dent)

- The Committee last met February 16, 2022 and will meet next on June 15, 2022. The minutes were included in the Agenda Package.
- A new auditor is required to be appointed for 2022-25. After reviewing the submissions and summary, all agreed to move forward with KPMG.

Motion: A Motion was made to appoint KPMG as the Auditors for the 2022-25 period with remuneration fixed as submitted in the proposal.

Moved: J. Dent

Seconded: K. Stewart

No Discussion

Carried

6. Governance Committee (Reported by C. Howitt, Chair)

- The Committee met April 20, 2022 and will next meet on June 15, 2022. The minutes were included in the Agenda package.
- **Governing for Health Equity – Training (through Alliance):** Registration has been completed and all Board Members should have registered their emails in the Alliance portal to access the training.
- **Approval of Board Policies:**
There were four policies to review which brings the Board on schedule for the renewal deadlines.

Board Self-Management Policies & Members' Roles & Responsibilities: The policy was reviewed with the suggested changes.

Motion: A Motion was made to approve the Board Self-Management Policies & Members' Roles & Responsibilities Policy with the suggested changes.

Moved: H. Bolton

Seconded: J. Taylor

No Discussion

Carried

Committees of the Board Generally: The policy was reviewed with the suggested changes.

Motion: A Motion was made to approve the Committees of the Board Generally Policy with the suggested changes.

Moved: H. Bolton

Seconded: K. Stewart

No Discussion

Carried

Annual Board Planning & Reporting Expectations: The policy was reviewed with the suggested changes.

Motion: A Motion was made to approve the Annual Board Planning & Reporting Expectations Policy with the suggested changes.

Moved: H. Bolton

Seconded: J. Dent

No Discussion

Carried

Board, ED & Employee Communication: The policy was reviewed with the suggested changes.

Motion: A Motion was made to approve the Board, ED & Employee Communication Policy with the suggested changes.

Moved: H. Bolton

Seconded: J. Taylor

No Discussion

Carried

7. Quality Utilization and Risk Committee (Reported by K. Stewart, Chair)

- The Committee last met on May 11, 2022. The minutes were included in the Agenda Package. An element was added to Risk for IT. The Transgender Clinic and other new programs were a welcome addition to the centre.
- **The Quality Improvement Plan (QIP):** A Memo was received with priorities for the 2022/23 submission. This will be reviewed annually or as requested. As the Ontario Health Team moves forward, they will have a QIP that will be submitted as part of the OHT for all organizations.

Motion: A Motion was made to accept the weCHC QIP for submission for 2022/23.

Moved: K. Stewart

Seconded: H. Bolton

No discussion

Carried

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

Motion: A Motion was made to move In Camera at 7:05 pm.

Moved: J. Taylor

Seconded: H. Bolton

No Discussion

Carried

Motion: A Motion was made to move Out of Camera at 7:10 pm.

Moved: J. Dent

Seconded: K. Stewart

No Discussion

Carried

In Camera Items Discussed: Approval of March 23, 2022 In Camera Minutes

9. Any Other Business

In Person Meetings: The AGM will be virtually. Moving forward from September potentially be in person.

10. Adjournment

Motion: A Motion was made to adjourn the meeting at 7:05 pm.

Respectfully Submitted by Lynn Thomson

Approved June 22, 2022 (Electronically signed – meeting via Zoom)



W. McClounie, Chair

Clara Howitt, Secretary



Lynn Thomson, Recorder

MINUTES
WINDSOR ESSEX COMMUNITY HEALTH CENTRE
FINANCE & FACILITIES COMMITTEE OF THE BOARD
Wednesday June 15, 2022 - 5:30 pm to 6:30 pm
By Microsoft Teams

Participants: Jackie Dent (Director, Treasurer, Chair), William McClounie (Board Chair, Ex Officio), Ken Stewart (Director), Camille Armour (Director), Rita Taillefer (Executive Director), Sheraz Thomas (Director Data Management & Corporate Services)

Regrets: Jackie Dent

Recorder: Lynn Thomson, Executive Assistant & Privacy Officer

Guests: John Blanken, Grant Thornton LLP (Auditor), Julie Clark, Financial Analyst, weCHC

1. W. McClounie called the meeting to order at 5:32 pm. No conflicts of interests were identified or declared.
2. There were no requests made to "unstar" any items therefore the 'starred' (*) items were deemed approved or received.

*** Approval of the June 15, 2022 Meeting Agenda**

*** Approval of the April 20, 2022 Meeting Minutes**

2. Reports:

weCHC Financial Statements at March 31, 2022

- The Draft Auditors' Report and Financial Statements for April 1, 2022 to March 31, 2022 were presented by John Blanken, Grant Thornton LLP and reviewed as submitted to the Committee.
- As presented, there were no irregularities for the audit report.
- There was some increase on the investment with Leith Wheeler.
- Amortization was recognized at \$365,000.
- There was a slight increase in expenditures due to staffing changes.
- The value of the Mobile Unit became an expense as was donated – balanced out (amortized at \$67k).
- A surplus of \$1.4 million will be returned to the Ministry which is higher than the previous year. Most of the surplus was related to the midwifery program. The other portion was related to physician dollars (restricted funding) and harm reduction positions who received late funding before positions were filled.
- There were increases in IT costs (iSecurity and upgrades), which were accounted for in yearend costs.

Recommendation: A recommendation will be made to the Board Meeting on June 22, 2022 to approve the Draft Financial Statements at March 31, 2022 as presented by Grant Thornton at the Finance and Facilities Meeting on June 15, 2022.

Motion: A Motion was made to recommend the Board to approve the Draft Financial Statements at March 31, 2022 as presented by Grant Thornton at the Finance and Facilities Meeting on June 15, 2022

3. Appointment of the Auditors and Fixing of Remuneration of Auditors

A Motion was passed at the May 25, 2022 Board Meeting to appoint of the firm KPMG as weCHC Auditors for a 3 year period from April 1, 2022 to March 31, 2025. The remuneration was fixed as per the Agreement that was received. This will be presented at the AGM on June 25, 2022.

5. Factual Certificate for April & May 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 April 30, 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 June 29th, 2021.
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, 2021.
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 31, 2022
 - Quarterly report to LHIN (SRI) report submitted: February 10, 2022
 - Quarterly reports to Board
 - Annual Reconciliation Report to Various MOHLTC Departments – June 2021
 - CAPS Refresh approved: March 15, 2019

Dated on the 2nd day of May, 2022 in Windsor, Ontario



Rita Taillefer
Executive Director

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 May 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 June 29th, 2021.
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, 2021.
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: May 31, 2022
 - Quarterly report to LHIN (SRI) report submitted: February 10, 2022
 - Quarterly reports to Board
 - Annual Reconciliation Report to Various MOHLTC Departments – June 2021
 - CAPS Refresh approved: March 15, 2019

Dated on the 9th day of June, 2022 in Windsor, Ontario


Rita Taillefer
Executive Director

Motion: A Motion was made to accept the April and May 2022 Factual Certificates as presented.

Moved: K. Stewart **Seconded:** C. Armour No Discussion Carried

6. Facilities Verbal Reports (R. Taillefer Reporting)

- No updates or changes with current locations.
- Masking remains in the clinical areas (staff and clients). Back office where able to maintain 6 feet distances will not be required to mask unless requested by a staff member.

7. In Camera

Motion: A Motion was made to move in camera at 5:55 pm

Moved: W. McClounie **Seconded:** C. Armour No Discussion Carried

Motion: A Motion was made to move back into the regular meeting at 6:10 pm

Moved: W. McClounie **Seconded:** C. Armour No Discussion Carried

Items Discussed: Information received (IT, Staffing / HR, Sites)

8. Other Business

No other business.

9. Adjournment

A Motion was made by W. McClounie to adjourn the meeting at 6:17 pm. The next meeting will take place December 14, 2022 to review Q1/Q2 Financial Statements. Venue TBD

#	ACTION	AGENT	EXPECTED DATE of COMPLETION
1.	Review Terms of Reference	All	December 2022
2.	Review Work Plan	All	December 2022

Respectfully submitted by Lynn Thomson

Financial Statements

Windsor Essex Community Health Centre

March 31, 2022

Draft - June 8, 2022, 2:17 PM

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Independent Auditor's Report

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To the Members of
Windsor Essex Community Health Centre

Opinion

We have audited the financial statements of Windsor Essex Community Health Centre (the "Centre"), which comprise the statement of financial position as at March 31, 2022, and the statement of revenue and expenditures, statement of changes in fund balances and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Centre as at March 31, 2022, and its results of operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Centre in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Centre's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Centre or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Centre's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will

Independent Auditor's Report (continued)

always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ♦ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ♦ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Centre's internal control.
- ♦ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ♦ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Centre's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Centre to cease to continue as a going concern.
- ♦ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Windsor, Canada

Chartered Professional Accountants
Licensed Public Accountants

Windsor Essex Community Health Centre

Statement of Revenue and Expenditures

For the year ended March 31, 2022

	Operating Fund	Centre Fund	Total 2022	Total 2021
	\$	\$	\$	\$
Revenue				
Ministry of Health	19,707,228	-	19,707,228	19,468,724
Paymaster expense	(2,682,067)	-	(2,682,067)	(2,791,819)
Ministry of Children, Community and Social Services	192,579	-	192,579	183,382
Maryvale	-	86,114	86,114	86,114
Donations and fundraising	-	33,850	33,850	3,548
Interest	32,048	-	32,048	27,096
Other community funding	364,846	118,691	483,537	158,263
Amortization of deferred contributions	365,768	-	365,768	319,955
Unrealized gains on investments	-	50,919	50,919	185,418
Dividend income	-	15,588	15,588	24,370
	<u>17,980,402</u>	<u>305,162</u>	<u>18,285,564</u>	<u>17,665,051</u>

Windsor Essex Community Health Centre

Statement of Revenue and Expenditures

For the year ended March 31, 2022

	Operating Fund	Centre Fund	Total 2022	Total 2021
	\$	\$	\$	\$
Expenditures				
Salaries and benefits	13,184,657	83,346	13,268,003	13,264,440
Occupancy	1,031,385	-	1,031,385	1,145,264
Computers, furniture and equipment	456,771	-	456,771	552,498
Contracted out services	354,236	-	354,236	152,704
Medical supplies	73,620	190	73,810	126,599
Sundry expenses:				
Office	709,901	30,670	740,571	647,525
Amortization	297,864	23,818	321,682	343,773
Professional fees	111,038	122,603	233,641	56,990
Program	77,798	-	77,798	59,672
Insurance	76,660	-	76,660	60,751
Professional development	67,886	-	67,886	67,939
Travel	56,187	1,500	57,687	60,076
	<u>16,498,003</u>	<u>262,127</u>	<u>16,760,130</u>	<u>16,538,231</u>
Excess of revenue over expenditures before other expenses	1,482,399	43,035	1,525,434	1,126,820
Other expenses				
Disposal of mobile unit (Note 7)	<u>67,903</u>	<u>-</u>	<u>67,903</u>	<u>-</u>
Excess (deficiency) before surplus repayable	1,414,496	43,035	1,457,531	1,126,820
Surplus repayable	<u>(1,414,496)</u>	<u>-</u>	<u>(1,414,496)</u>	<u>(972,120)</u>
Excess (deficiency) of revenue over expenditures	<u>-</u>	<u>43,035</u>	<u>43,035</u>	<u>154,698</u>

Windsor Essex Community Health Centre

Statement of Changes in Fund Balances

For the year ended March 31, 2022

	Operating Fund	Centre Fund	Total 2022	Total 2021
	\$	\$	\$	\$
Balance, beginning of year	(2,086)	1,771,114	1,769,028	1,614,330
Excess (deficiency) of revenue over expenditures	-	43,035	43,035	154,698
Balance, ending of year	(2,086)	1,814,149	1,812,063	1,769,028

Windsor Essex Community Health Centre

Statement of Financial Position

March 31, 2022

	Operating Fund	Centre Fund	Total 2022	Total 2021
	\$	\$	\$	\$
Assets				
Current assets				
Cash	2,828,976	602,837	3,431,813	3,370,814
Accounts receivable	42,547	14,700	57,247	25,932
HST recoverable	68,890	-	68,890	69,234
Prepaid expenses (and deposits)	136,410	1,800	138,210	119,024
Interfund balances (Note 3)	386,973	(386,973)	-	-
Investments (Note 4)	-	1,222,827	1,222,827	1,161,194
	3,463,796	1,455,191	4,918,987	4,746,198
Tangible capital assets (Note 5)	3,452,884	-	3,452,884	3,842,470
	<u>6,916,680</u>	<u>1,455,191</u>	<u>8,371,871</u>	<u>8,588,668</u>
Liabilities and fund balances				
Current liabilities				
Accounts payable and accrued liabilities	1,233,951	511	1,234,462	965,172
Payroll remittances payable	1,336	-	1,336	139,987
Due to Ministry of Health	2,089,533	-	2,089,533	2,114,282
	3,324,820	511	3,325,331	3,219,441
Deferred contributions				
Future expenditures (Note 11)	-	3,883	3,883	3,883
Property and equipment (Note 11)	3,230,594	-	3,230,594	3,596,316
	6,555,414	4,394	6,559,808	6,819,640
Fund balances	<u>(2,086)</u>	<u>1,814,149</u>	<u>1,812,063</u>	<u>1,769,028</u>
	<u>6,553,328</u>	<u>1,818,543</u>	<u>8,371,871</u>	<u>8,588,668</u>

On behalf of the board:

Director

Director

Windsor Essex Community Health Centre

Statement of Cash Flows

For the year ended March 31, 2022

	2022 \$	2021 \$
Cash flows from operating activities:		
Cash receipts from customers, members and funding agencies	17,837,609	17,179,515
Cash paid to suppliers and employees	(16,326,650)	(16,122,325)
Repayments to Ministry of Health	(1,439,245)	-
	<u>71,714</u>	<u>1,057,190</u>
Cash flows from investing activities:		
Investments transferred from Community Health Foundation of Windsor and Essex County	(10,715)	(18,677)
Increase (decrease) in cash	60,999	1,038,513
Cash, beginning of year	<u>3,370,814</u>	<u>2,332,301</u>
Cash, end of year	<u>3,431,813</u>	<u>3,370,814</u>

Windsor Essex Community Health Centre

Notes to the Financial Statements

Year ended March 31, 2022

1. Nature of operations

Windsor Essex Community Health Centre (the "Centre"), incorporated without share capital under the laws of Ontario, is a registered charity exempt from income taxes under Section 149(l)(f) of the Income Tax Act of Canada. The Centre supports the health and wellness of our vulnerable population in everything we do. Vulnerable are those in need of care and system navigation due to identified risk factors.

2. Significant accounting policies

Basis of presentation

The financial statements have been prepared in accordance with the Canadian accounting standards for not-for-profit organizations.

Cash

Cash includes cash on hand and in financial institutions.

Revenue recognition

The Centre follows the deferral method of accounting for contributions as described below.

Where the use of the contributions has been restricted, the revenue is deferred and recognized in the year in which the related expenses are incurred. Where a portion of a contribution relates to a future period, it is deferred and recognized in the subsequent period.

Contributions restricted for the purchase of property and equipment are deferred and amortized into revenue on a straight-line basis, at a rate corresponding with the amortization rate for the related tangible capital assets.

Unrestricted contributions are recognized as revenue of the appropriate fund when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Unrestricted interest income is recognized as revenue when earned.

Dividend income is recognized when the right to receive a dividend has been established.

Other types of revenue are recorded in the period in which they are earned and measurement and collectability is reasonably assured.

Donated services

Donated services are not recorded in the accounts. Where the value is ascertainable, donated goods are recognized at their fair value.

Windsor Essex Community Health Centre

Notes to the Financial Statements

Year ended March 31, 2022

2. Significant accounting policies (continued)

Fund accounting

In accordance with the practice common to similar organizations, the Centre follows the fund basis of accounting to recognize in its accounts the responsibility to utilize funds only for the purposes for which such funds were raised or contributed.

Operating Fund

Revenue and expenses related to program delivery and administrative activities funded and managed by the Ministry of Health and Long-Term Care (MOHLTC) and Ontario Health (formally known as Local Health Integration Network (LHIN)) in accordance with budget arrangements established by the MOHLTC are reported in the Operating Fund. The Centre is the transfer payment agency for the Ontario Midwifery Program and the Southwest Ontario Aboriginal Health Access Centre.

Centre Fund

Funding from other agencies and other sources, certain donations, and accumulated fundraising balances are recorded in the Centre Fund. These funds may be used at the discretion of the Centre to provide additional funding for the required expenditures.

Financial instruments in arm's length transactions

The Centre considers any contract creating a financial asset, liability or equity instrument as a financial instrument, except in certain limited circumstances. The Centre accounts for the following as financial instruments:

- Cash
- Accounts receivable
- Investments
- Accounts payable and accrued liabilities
- Due to Ministry of Health

A financial asset or liability is recognized when the Centre becomes party to contractual provisions of the instrument.

Financial assets or liabilities are initially measured at their fair value. In the case of a financial asset or liability not being subsequently measured at fair value, the initial fair value will be adjusted for financing fees and transaction costs that are directly attributable to its origination, acquisition, issuance or assumption.

The Centre subsequently measures its financial assets and financial liabilities at amortized cost, except for equity securities quoted in an active market, which are subsequently measured at fair value.

Windsor Essex Community Health Centre

Notes to the Financial Statements

Year ended March 31, 2022

2. Significant accounting policies (continued)

Financial instruments in arm's length transactions (continued)

A financial asset measured at cost or amortized cost are tested for impairment when there are indicators of impairment. Impairment losses are recognized in the statement of operations. Previously recognized impairment losses are reversed to the extent of the improvement provided the asset is not carried at an amount, at the date of the reversal, greater than the amount that would have been the carrying amount had no impairment loss been recognized previously. The amounts of any write-downs or reversals are recognized in excess (deficiency) of revenue over expenditures.

The Centre removes financial liabilities, or a portion of, when the obligation is discharged, cancelled or expires.

Use of estimates

The preparation of financial statements in accordance with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. These estimates are reviewed periodically and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

Items subject to significant management estimates include valuation of allowances for accounts receivable and useful lives of property, plant and equipment. Actual results could differ from those estimates.

Employee future benefits

Employees of the Centre are members of the Healthcare of Ontario Pension Plan (HOOPP) which is a multi-employer final average pay contributory pension plan. Defined contribution plan accounting is applied to this plan as the Centre has insufficient information to apply defined benefit plan accounting standards.

Windsor Essex Community Health Centre

Notes to the Financial Statements

Year ended March 31, 2022

2. Significant accounting policies (continued)

Tangible capital assets

Purchased tangible capital assets are recorded at cost. Contributed capital assets are recorded at fair value at the date of contribution. Betterments which extend the estimated life of an asset are capitalized. When a tangible capital asset no longer contributes to the organization's ability to provide service, its carrying amount is written down to its residual value.

The cost of the tangible capital assets with a finite life is amortized over its estimated life / useful life in a systematic manner appropriate to the nature of that item and its use by the Centre. Accordingly, the Centre uses the straight-line method whereby a fixed amount is periodically amortized into excess (deficiency) of revenue over expenditures over the asset's respective life/useful life.

The following rates applied on a straight line will apply the cost over the estimated useful lives of tangible capital assets:

Leasehold improvements	5 - 20 years
Office furniture and equipment	5 years
Computer equipment	3 years
Medical equipment	3 years
Vehicles	4 - 5 years

Allocation of expenses

The Centre allocates certain of its fundraising and general support expenses based on budget. Costs relating to specific programs in the Operating fund and are allocated within the budgeted funding and any unfunded costs are absorbed in the Centre fund. Allocated fundraising and general support expenses include salaries and benefits, professional fees, occupancy costs, purchased services and development costs.

3. Interfund balances

Interfund amounts receivable/payable bear no interest and are not governed by terms of repayment.

4. Investments

	2022	2021
Mutual funds and marketable securities	1,222,827	1,161,194

Windsor Essex Community Health Centre

Notes to the Financial Statements

Year ended March 31, 2022

5. Tangible capital assets

	Cost \$	Accumulated Amortization \$	2022 Net Book Value \$	2021 Net Book Value \$
Leasehold improvements	4,887,581	1,434,697	3,452,884	3,716,198
Office furniture and equipment	1,225,353	1,225,353	-	117,154
Computer equipment	537,145	537,145	-	-
Medical equipment	41,582	41,582	-	9,118
	6,691,661	3,238,777	3,452,884	3,842,470

6. Operating line of credit

The Centre has an operating line of credit with RBC up to an amount of \$225,000 at an annual interest rate of prime plus 0.400%, secured by a general security agreement. As of March 31, 2022, the credit facility was not in use.

7. Disposal of mobile unit

During the year, the Centre donated a 38-foot mobile unit to another charitable organization. The net book value of the mobile unit is \$67,903 and a loss of \$67,903 recognized in the statement of revenue and expenditures.

8. Commitments

The Centre has entered into lease commitments for its premises, vehicles, and additional services. Total commitments for the next five years are as follows:

2023	\$ 891,774
2024	680,071
2025	680,071
2026	549,854
2027	536,636
	<hr/>
	\$ 3,338,406

9. Economic dependence

Approximately 94% (2021 - 96%) of the Centre's funding was received from the Ministry of Health.

Windsor Essex Community Health Centre

Notes to the Financial Statements

Year ended March 31, 2022

10. Financial instruments

Risks and concentrations

The company is exposed to various risks through its financial instruments. The following analysis provides a measure of the Centre's risk exposure as of March 31, 2022:

(a) Market risk

Market risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether the factors are specific to the instrument or all instruments traded in the market. The Centre's investments include equity securities whose value is exposed to fluctuations in the market.

(i) Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Centre is exposed to interest rate risk primarily through its line of credit which is at a variable prime rate.

11. Deferred contributions

Future expenditures

The balance represents funds available for future expenditures. The amortization of the contributions is recorded as revenue in the statement of operations on a straight-line basis, at a rate corresponding with the amortization rate for the related contribution.

	<u>2022</u>	<u>2021</u>
Opening balance	\$ 3,883	\$ 69,566
Transfer to property and equipment	<u>-</u>	<u>(65,683)</u>
	<u>\$ 3,883</u>	<u>\$ 3,883</u>

Windsor Essex Community Health Centre

Notes to the Financial Statements

Year ended March 31, 2022

11. Deferred contributions (continued)

Property and equipment

The balance represents the unamortized amount of grants received for the purchase of property and equipment. The amortization of the contributions is recorded as revenue in the statement of operations on a straight-line basis, at a rate corresponding with the amortization rate for the related property and equipment.

	<u>2022</u>	<u>2021</u>
Opening balance	\$ 3,596,316	\$ 3,850,522
Funding used for the purchase of property and equipment	46	66
Amounts amortized to revenue	(365,768)	(319,955)
Transfer from future expenditures	<u>-</u>	<u>65,683</u>
Closing balance	<u>\$ 3,230,594</u>	<u>\$ 3,596,316</u>

12. Comparative figures

The financial statements have been reclassified, where applicable, to conform to the presentation used in the current year. The changes do not affect prior year earnings.

**WINDSOR ESSEX COMMUNITY HEALTH CENTRE MINUTES
GOVERNANCE COMMITTEE OF THE BOARD
Wednesday June 15, 2022 from 6:30 – 7:30 pm
By MS Teams**

Please carefully review the 'starred' (*) agenda items. 'Starred' items will not be discussed during a scheduled meeting unless a Board member specifically requests that a 'starred' agenda item be 'unstarred'. 'Unstarred' items are open for discussion/debate. Requests to 'unstar' an item can be made by e-mailing Lynn at lthomson@wechc.org or at the start of the meeting when the agenda is confirmed. By the end of the meeting, agenda items which remain 'starred' (*) will be deemed approved or received.

Participants: Clara Howitt - Board Member, Chair, William McClounie - Board Chair, Ex-officio Member, Helen Bolton – Board Vice Chair, Alix Khanafer – Director, Rita Taillefer-Executive Director

Recorder: Lynn Thomson, Executive Assistant & Privacy Officer

Quorum was achieved. Four (4) of the four (4) Board Members were present.

1. Call Meeting to Order & Identify Any Conflicts of Interests

C. Howitt called the meeting to order at 6:31 pm. No conflicts of interests were identified or declared.

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

*** Approval of the June 15, 2022 Agenda**

*** Approval of the April 22, 202 Minutes**

3. Board Education / Training Plan

- The Governing for Health Equity Training through Alliance has been booked for some time although some are still experiencing difficulty in access the Alliance Portal. Those who have not signed up for an account to access the Alliance Portal were requested to please do so. For those who have been unable to access are to contact L. Thomson who will liaise with the Alliance to have passwords reset.

4. Policy Review

- All policies are currently up to date – no policy review required at present.

5. Meeting Schedule for 2022-23

- The meeting schedule was approved as presented as there were no changes to the past pattern of schedules. This will be brought forward to the Board for information sharing at the June 22, 2022 meeting. The meeting invites will be sent out once the Committees have been established.
- Discussion took place about resuming to in person meetings from September. All were in agreement that it is time to return to face to face meetings.

6. Board Recruitment & Succession Planning

- Recruitment is required for a new Treasurer as the current Treasurer has resigned. One person was recommended by a Board Member and has expressed her interest in joining the Board. An interview will take place over the next few weeks depending on availability of the Interview Panel.
- Discussion about brining the two Sub Committee Members onto the Board which will bring the Board to 9. The By-Laws will be reviewed to determine if they need to be updated. W. McClounie will reach out to the Sub Committee Members to extend an offer to join the full Board. They will be voted in at the AGM.

- Will discuss with the Board will determine to start the process for interviewing for the Quality Committee with the intent to bring him/her onto the Board once an opening becomes available.
- Discussion of composition of Subcommittees & Chairs and Executive (Board Chair, Vice Chair, Treasurer, Secretary) is deferred to the June 22, 2022 Board Meeting.

Motion: A Motion was made to Interview for the Treasurer position and update the By-Laws for nine (9) Board Members (if required).

Moved: C. Howitt **Seconded:** W. McClounie No Discussion Carried

Motion: A Motion was made offer a Board seat to C. Janisse and Nicole Dziamarski to be effective at the AGM on June 22, 2022.

Moved: C. Howitt **Seconded:** W. McClounie No Discussion Carried

7. Conflict of Interest Registry 2021-22

- This was updated and will be brought to the June 22, 2022 Board Meeting. This is just a procedure matter to follow Board Policy.

8. Annual Confidentiality Agreement

- This was sent to all Board Members as an annual update/refresh. This is a requirement under our Privacy Policies for all employees and Board Members.

9. Annual Board Meeting Survey

- The Annual Board Meeting was sent to all current Board Members with a Survey Monkey Link. This will be brought to the October Governance Meeting. A due date was set at June 30, 2022.

10. AGM Script Review

- The preliminary AGM Script was presented for review. It will be updated and provided to the Board prior to the AGM.

11. Other Business (R. Taillefer)

- A Consultant has been retained to perform 360s for the Leadership Team, set goals and coach. She would like the opportunity to discuss with the Board the process and next steps. There will be no confidential information shared.
- Janice Forsythe has been retained to move forward with the next Strategic Plan. First steps will be to meet with the Board. This may need to be a separate meeting outside the regular Board Meeting. Date to be determined.

12. In Camera

Motion: A Motion was made to move In Camera at 7:10 pm

Moved: H. Bolton **Seconded:** A. Khanafer No Discussion Carried

Motion: A motion was made to adjourn the In-Camera Meeting and move back to the regular meeting at 7:50 p.m.

Moved: A. Khanafer **Seconded:** H. Bolton No discussion Carried

Motion: A Motion was made release the 2% yearly performance hold back for the Executive Director.

Moved: H. Bolton **Seconded:** C. Howitt No Discussion Carried

Matters discussed were: Personnel/HR Information & releasing the Executive Director 2% Hold Back for performance based on the 2021-22 year.

13. Adjournment

The meeting was adjourned at 7:55 pm.

14. The next meeting will take place October 19, 2022 at 5:30 – venue TBD

Action Items

#	ACTION	AGENT	DATE OF COMPLETION
1	Governance Committee Terms of Reference	Governance Committee	Next review October 2022
2	Governance Committee – Work plan	Governance Committee	Next review October 2022

Respectfully Submitted by Lynn Thomson

weCHC Board of Directors

2022-23 Meeting Schedule

Quarters

Q1 Apr-June
Q2 Jul-Sept
Q3 Oct-Dec
Q4 Jan-Mar

September '22						
Su	M	Tu	W	Th	F	S
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	

October '22						
Su	M	Tu	W	Th	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29

November '22						
Su	M	Tu	W	Th	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30			

December '22						
Su	M	Tu	W	Th	F	S
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

January '23						
Su	M	Tu	W	Th	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

February '23						
Su	M	Tu	W	Th	F	S
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28				

March '23						
Su	M	Tu	W	Th	F	S
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

April '23						
Su	M	Tu	W	Th	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29

May '23						
Su	M	Tu	W	Th	F	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

June '23						
Su	M	Tu	W	Th	F	S
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28 + AGM	29	30	

July '23						
Su	M	Tu	W	Th	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

August '23						
Su	M	Tu	W	Th	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30			

weCHC Board 5:30-8:00 pm	Finance 5:30-6:30 pm	Governance 6:30-7:30 pm	QUR 5:30-6:30 pm
Chair	Committee Chair	Clara Howitt, Chair	Ken Stewart, Chair
Vice Chair	Ex-Officio	Ex-Officio	Clara Howitt
Treasurer	Ken Stewart, Director	Helen Bolton	Camille Armour
Clara Howitt, Secretary	Camille Armour, Director	Alix Khanafer	Christian Janisse-Comm Rep
Helen Bolton, Director	Rita Taillefer, ED	Rita Taillefer, ED	Nicole Dziamarski- Comm Rep
Ken Stewart, Director	Sheraz Thomas, Staff		Rita Taillefer, ED
Camille Armour, Director			Nadine Manroe-Wakerell, Staff
Justine Taylor, Director			Cheryl Zaffino, Staff
Alix Khanafer, Director			Amy Palmer, Staff
			Sarah Sasso, Staff
Rita Taillefer, ED			Shawn Rumble, Staff
Sheraz Thomas, Staff			Carrie Pare, Staff- until Oct 22

Windsor-Essex Community Health Centre
Centre de santé communautaire de Windsor-Essex

weCHC
Healthcare for You
Des soins de santé pour vous

[illegible]

Conflict of Interest Register – weCHC Board September 2021-August 2022

Date & Meeting Identified At	Director Identifying & Against Who	Details of Conflict Real/Perceived	How Identified (1)	Action Taken (2)	Follow-Up Required Y/N	Date Resolved
Board Meeting May 25, 2022.	K. Stewart (self)	Previously worked with the proposed consultant for the Strategic Planning in addition to knowing the references.	Self Identified	*The Board did not identify as a conflict as there is no voting required to secure the consultant. *The Board plays a fundamental role in the strategic planning process.	No	May 25, 2022

weCHC Board of Directors

Name	Mailing Address	Work Place	Cell	Home	Work	Email	Term			
							Start Date	3 Year	6 Year	Extension
Armour, Camille Director	1074 Monarch Meadows Dr Lakeshore ON N0R 1A0	University of Windsor	519-259-2374		519-818-7661	carmour@wechc.org	27-Jan-21	27-Jan-24	30-Jun-27	
Bolton, Helen Vice Chair	1455 Laurier LaSalle, ON N9J 1N2	Sneider Electric	519-996-5330			hbolton@wechc.org	27-Jun-17	27-Jun-20	30-Jun-23	
Dent, Jackie Treasurer	265 Russell Woods Drive Lakeshore, ON N8N 4K6	Flex-N-Gate	519-560-7107			ident@wechc.org	29-Aug-19	29-Aug-22	N/A	
Howitt, Clara Secretary	2250 Suzanne St Lasalle, ON N9H 2K3	GEDSB	519-982-1355	519-978-0009		khowitt@wechc.org	1-Apr-20	1-Apr-23	30-Jun-26	
Khanafer, Alix	116 Daniella Cres Lakeshore, ON N9K 1E1	iAID Home Health Care	519-819-8551	226-500-4243	519-997-2728	aKhanafer@wechc.org	23-Jun-21	23-Jun-24	23-Jun-27	
McClounie, William Chair	10600 Lakeshore Rd 305 Comber, ON N0P 1J0	Agri-Food Capital Corp	519-259-5281	519-687-2810	519-259-5281	wmccclounie@wechc.org	3-Mar-16	3-Mar-19	30-Jun-22	
Stewart, Ken Director	379 Tuscany Cres Tecumseh, ON N8N 4M6	Landscape Effects	519-259-8570			kstewart@wechc.org	1-Apr-19	1-Apr-22	30-Jun-25	

Taylor, Justine	742 Park Street W Windsor, ON N9A 5V8	CropLife Canada	519-817-2750		343-999-4888	jtaylor@wechc.org	23-Jun-21	23-Jun-24	23-Jun-27	
Taillefer, Rita Executive Director	2271 Lamont Street Windsor, ON N9E 4X5	weCHC	519-890-3691		519-890-3691	rtaillefer@wechc.org	2-Jul-18			

Board Subcommittee Members - Quality Committee

Dziamarski, Nicole	12866 Lemire St Windsor, ON N8N 4W1	Ontario MD	519-890-6449		519-551-2137	NICOLE.DZIAMARSKI@GMAIL.COM	23-Jun-21			
Janisse, Christian	247 Ford Blvd Windsor, ON N8S 2E4	Simplyclose Law Professional Corp	226-506-0440		519-997-3775	christianjanisse6@gmail.com	23-Jun-21			

QUR Committee

Ken Stuart, Chair (Board)

Camille Armour, Director
Justine Taylor, Director
Christian Janisse - Community Member
Nicole Dziamarski- Community Member
Rita Taillefer (ED)
Amy Palmer (HR & Clinical Director)
Cheryl Zaffino (Clinical Director)
Nadine Manroe-Wakerell (Clinical Director)
Sarah Sasso (Clinical Director)
Carrie Pare (Staff) - Oct 2022

Finance (and Facilities)Committee

Jackie Dent, Chair (Board)

William McClounie (Ex-Officio)
Ken Stewart, Director
Camille Armour, Director
Rita Taillefer (ED)
Sheraz Thomas (Director DM/Corp Services)

Governance Committee

Clara Howitt, Chair (Board)

William McClounie (Ex-Officio)
Helen Bolton, Director
Alix Khanafer, Director
Rita Taillefer (ED)

BOARD OF DIRECTORS' RESOLUTION
WINDSOR ESSEX COMMUNITY HEALTH CENTRE (weCHC)
(the "Corporation")

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

Board Composition - Increasing Number of Directors from eight (8) to nine (8)

1. Under the current By-Law Number 2019-11, the Board would like to pass a Resolution under section 24 Board Composition. "The affairs of the Corporation shall be managed by such number of Directors as may be determined from time to time by special resolution (as defined by the Ontario *Corporations Act* section 1) providing that at all times the number shall not be fixed at fewer than three (3) Directors. At least one (1) of the Directors shall be Francophone, unless there are no suitable candidates.
2. The Board hereby fixes the Directors of the Board be set at nine (9).

The undersigned being all the Directors hereby pass the foregoing resolution pursuant to the provisions of the Ontario *Corporations Act* as evidenced by their signatures hereto.

DATED: June 17, 2022

William McClounie

Helen Bolton

Jackie Dent

Clara Howitt

Kendall Stewart

Camille Armour

Justine Taylor

Alix Khanafer