

**WINDSOR ESSEX COMMUNITY HEALTH CENTRE (weCHC)
BOARD OF DIRECTORS MEETING MINUTES
Wednesday September 27, 2023 5:30 – 8:00 pm
Sandwich Site – Large Meeting Room**

Present: Justine Taylor (Chair), Camille Armour (Vice Chair), Ken Stewart, Kris Taylor, Nicole Dziemarski

Staff: Rita Taillefer (ED), Cheryl Zaffino (Director Chronic Diseases & Diabetes Wellness)

Regrets: Clara Howitt (Secretary), Katelyn Dryden (Treasurer), Alix Khanafar

Recorder: Lynn Thomson, Executive Assistant, Recorder

Quorum was achieved. Five (5) of eight (8) Board Members were present.

- J. Taylor 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 November 22, 2023 Agenda as presented. Two items were added: 2% ED Holdback and expansion of the Board.**

* **Approval of the September 27, 2023 Board Meeting Minutes as circulated.**

1. Land Acknowledgement Statement

The Land Acknowledgement Statement was read.

2. Guest Speaker – Chronic Disease Management Program – D. Ofner, Physiotherapist

- A Power Point presentation was provided and the program details were shared with the attendees.

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

- RFP process was completed in October 2023 with 16 applications. Logic Executive has been secured to move the process along for development of the posting. Everything is moving on schedule.
- **AGM:** Will go ahead with the AGM on June 26, 2024.
- **Alliance AGM (June 2024):** Nicole & Justine will attend on behalf of the Board. Rita and the new Executive Director will attend.

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

- A briefing was table dropped regarding advocacy for increase of budget (attached). The resolution was put forward at the last Alliance AGM (June 2023). The Market Compensation and Government relations presentations were presented at the EL meeting on November 16-17. The recommendations were discussed. The next Board Liaison meeting on November 23. There is a toolkit that will be presented. More action will follow upon the release of the Toolkits.

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

- **Board Data Report Q2:** The Q2 Board Data report was presented. The new indicators were discussed (social work visits, foot care, dietitians, addiction support workers, SAPACCY, International Agricultural Workers). Measures are being put in place to improve optimization.

- **Strategic Plan Matrix Workplan for 2023-26:** The new Q2 updated workplan was presented and discussed.
- **Upcoming Events for Staff:** A Holiday Breakfast will be held at the December staff meeting as a thank you to staff. There have been two family skating events in January and February for staff and families.
- **Status of Financial Reporting:** P. Alberton presented and discussed the financial reporting process. The current financial reports will be reviewed, and the Board will advise what additional information will be helpful to ensure their fiduciary responsibilities are met.

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

Moved: K. Stewart

Seconded: C. Armour

No Discussion

Carried

6. Committee Reports

Finance Committee (Reported J. Taylor)

- The Committee last met June 27, 2023 and will meet next on December 20, 2023 to review the Q1/Q2 Financial position.
- Monthly Factual Certificates for September and October 2023 were attached to the Agenda Package for information purposes. The organization continues to remain in compliance.

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 September 30, 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 4, 2023.
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 September 29, 2023.
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 25, 2023
 - Quarterly report to LHIN (SRI) report submitted: May 29, 2023
 - Quarterly reports to Board
 - Annual Reconciliation Report to Various MOHLTC Departments – June 2023
 - CAPS received approved: May 16, 2023

Dated on the 3rd day of October, 2023 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 October 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.
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 - Annual Reconciliation Report to Various MOHLTC Departments – June 2023
 - CAPS received approved: May 16, 2023

Dated on the 1st day of November, 2023 in Windsor, Ontario


Rita Taillefer
Executive Director

7. Governance Committee (Reported by J. Taylor)

- The Committee met October 18, 2023 and will next meet on December 20, 2023. The October minutes were included in the Board Agenda Package.
- 2022-23 Annual Board Survey Results: The results were presented and discussed. All Members have an open invitation to speak with J. Taylor, Board Chair, if they have any questions or concerns.
- Approval of Board Policies:

Decision Making Matrix ***New – to adopt into all policies for decision making***

Motion: A Motion was made to adopt the decision-making matrix into all policies.

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

Board Code of Conduct & Ethics

Motion: A Motion was made to accept the Board Code of Conducts & Ethics Policy as presented with changes.

Moved: K. Stewart **Seconded:** N. Dziamarski No Discussion Carried

Board, Executive Director and Employee Communication

Motion: A Motion was made to accept the Board, Executive Director and Employee Communication Policy as presented with changes.

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

Executive Director Succession Planning

Motion: A was made to accept the Executive Director Succession Planning as Policy presented with changes.

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

Conflict of Interest & Declaration

This will reviewed at the next Governance Meeting.

Termination of Membership

This will reviewed at the next Governance Meeting.

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

- The Committee last met on April 26, 2023 and will next meet on October 25, 2023. The May minutes were included in the June Board Agenda Package.

9. In Camera

Motion: A was made to move In Camera at 8:05 pm.

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

Motion: A was made to back into the regular meeting at 8:26 pm.

Moved: N. Dziemarski **Seconded:** K. Stewart No Discussion Carried

In Camera Items Discussed: Information shared.

10. Any Other Business

- **2% Performance based hold back for Executive Director:** Agreement was made to remove the 2% performance-based hold back for the Executive Director. This will be removed effective immediately. This clause will be excluded from the new ED contract.

Motion: A Motion was made to remove the 2% performance hold back from the Executive Director's current contract and going forward with any new Executive Director.

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

- **Increasing Board Capacity:** Discussion took place about increasing the Board number to 11. A new resolution will be required. An e-vote will be circulated to the Board to request the increase.

11. Adjournment

Motion: A Motion was made by to move into camera at 8:05 pm to adjourn the meeting at 8:30 pm.

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

Respectfully Submitted by Lynn Thomson

Approved January 30, 2024

Justine Taylor - Signed Electronically

Justine Taylor, Chair

Clara Howitt - Signed Electronically

Clara Howitt, Secretary

Lynn Thomson - Signed Electronically

Lynn Thomson, Recorder