Sandy Hill Community Health Centre | Centre de santé communautaire Côte-de-Sable

Board of Directors Meeting
Réunion du conseil d'administration

October 16 octobre 2024
5:30 – 8:00 p.m. / 17 h 30 – 20 h
Hybrid Meeting / Réunion hybride

Approved Minutes / Procès-verbal approuvé

PRESENT:	Glen Barber – Board Chair; Elizabeth Sanderson – Vice-Chair; Karen Capen – Board Secretary; Sonia Granzer, Noor Hameed, Nives Ilic, Hélène Laperriere, Aynsley Morris, Stéphanie Pelletier, Chantal Rioux, Rodney Stehr, Swapna Stephen – Board Directors
ABSENT WITH REGRETS:	David Clements – Vice Chair; Hubert Paulmer – Treasurer; Gaya Jayaraman, Kyle Robinson – Board Directors Marie-Elise Blais – Staff Representative
STAFF GUESTS:	Robin McAndrew – Executive Director Jessica Menard and Banks Zero – Staff Representatives Casey Wong, Accounting Officer (for the presentation of the Liability Insurance Policy)
OTHER GUESTS:	Matthew White – Halpenny Insurance Broker Melissa Hart – potential Board candidate
MINUTES:	Cristina Coiciu – Executive Assistant

The meeting was held in hybrid mode, i.e. in person in the Board Room and virtually via TELUS Business Connect platform.

The Board Chair introduced Melissa H., potential Board candidate for the next Board year, who expressed interest in attending as observer over the next few months.

	ITEM	ACTION
1.	**Quorum** **- Glen Barber** A quorum has been achieved for this meeting. / Le quorum a été atteint pour cette reunion.	
2.	**Declaration of Conflict / Déclaration du conflit d'intérêt** **- Glen Barber** No declaration of conflict was made. / Aucune déclaration de conflit n'a été faite.	
3.	**Approval of Agenda / Adoption de l'ordre du jour** **- Glen Barber** The agenda was amended as follows: - Remove item 4.5 OCHART Report from Consent Agenda and defer to next meeting;	

	- Under item 7.1 AFC report, add: Appointment of Co-Chair to the AFC; and - Add an in-camera discussion at the end of the meeting. *It was moved by Karen C. and seconded by Elizabeth S. to approve the agenda as amended. / Il a été proposé par Kare C. et appuyée par Elizabeth S. d'approuver l'ordre du jour tel que modifiée.* **ALL IN FAVOUR – CARRIED / TOUS EN FAVEUR ET LA MOTION EST ADOPTÉE**
4.	**Consent Agenda / Résolutions en bloc** **- Glen Barber** Given that the OCHART Report could not be prepared in time for the meeting, this item was deferred to the next meeting. The Consent Agenda included the following items: - Item 4.1 Approval of Minutes of the Meeting on September 18, 2024 / Approbation du procès-verbal de la réunion du 18 septembre 2024 : *To approve the draft minutes of the meeting on September 18, 2024, as presented. / Approuver le projet de procès-verbal de la réunion du 18 septembre 2024, tel que présenté.* - Item 4.2 Annual Review of the Audit and Finance Committee Terms of Reference / Examen annuel du mandat du Comité d'audit et des finances : *To approve the reviewed and revised Terms of Reference, as recommended. / Approuver le mandat révisé, tel que recommandé.* - Item 4.3 Annual Review of Nominations and Governance Committee Terms of Reference / Examen annuel du mandat du Comité des nominations et de la gouvernance : *To approve the reviewed and revised Terms of Reference, as recommended. / Approuver le mandat révisé et révisé, tel que recommandé.* - Item 4.4 FY2024-2025 Q1 Financial Results / Résultats financiers du premier trimestre de l'exercice 2024-2025 : *To accept the financial results for the first trimester of the FY2024-2025, as presented. / Accepter les résultats financiers du premier trimestre de l'exercice 2024-2025, tels que présentés.* - Item 4.5 FY2024-2025 H1 OCHART Report – deferred to next meeting / Rapport OCHART du premier semestre de l'exercice 2024-2025 – reporté à la prochaine réunion. - Item 4.6 Corporate Membership Applications / Demandes d'adhésion : *To approve the membership applications of Daniel Marcoux and Jean Emerie Robichaud, as presented. / Approuver les demandes d'adhésion de Daniel Marcoux et de Jean Emerie Robichaud, telles que présentées.* *It was moved by Aynsley M. and seconded by Noor H. to approve the Consent Agenda, as amended. / Aynsley M., appuyée par Noor H., propose d'approuver les résolutions en bloc tel que présentées.* **ALL IN FAVOUR – CARRIED / TOUS EN FAVEUR ET LA MOTION EST ADOPTÉE**
5.	**Liability Insurance Presentation /** **- Matthew White** **Présentation de l'assurance responsabilité civile** Matthew White, our insurance broker with Halpenny Insurance, offered a detailed presentation of the Centre's policy, including professional liability, general liability, property, and cyber liability. During the insurance presentation, several questions and concerns were addressed, focusing on different aspects of the insurance policies and their implications.

- Coverage Limits:
    - There was a concern about whether the $10 million coverage limit for medical malpractice and professional liability was sufficient, especially in cases involving catastrophic settlements, such as traumatic brain injuries or long-term care for children.
- Cyber Liability:
    - The complexity of cyber liability coverage was highlighted, particularly regarding the rise of ransomware attacks and the need for robust cybersecurity measures.
    - Concerns were raised about the adequacy of current cybersecurity protocols and the potential impact of a cyber incident on operations.
- Employee Dishonesty and Fraud:
    - Questions were raised about the coverage for employee dishonesty and fraud, including the distinction between social engineering fraud and direct computer fraud.
    - There was a discussion on the need for higher limits and broader coverage for these types of risks.
- Employment Practices Liability:
    - Concerns were discussed regarding the coverage for employment practices liability, including wrongful termination, harassment, discrimination, and retaliation claims.
    - The importance of having third-party coverage for claims involving clients or customers was emphasized.
- General Liability and Property Insurance:
    - There were questions about the triggers for property insurance coverage, particularly in cases of voluntary shutdowns versus damage-induced shutdowns.
    - The need for clear guidelines on what constitutes a covered peril was discussed.
- Risk Management:
    - Concerns were raised about the potential for rate increases following a claim and the strategies to mitigate such increases.
- Communicable Disease Exclusion:
    - The absence of a communicable disease exclusion in the policy was noted as a positive aspect, especially in light of the COVID-19 pandemic.
    - There was a discussion on the challenges of proving liability for communicable diseases in different settings, such as long-term care facilities.

These concerns reflect the Board's focus on ensuring comprehensive coverage and effective risk management for the organization.

6. Board Orientation – Tour of the Centre / Orientation du conseil d'administration – Visite du centre **- Robin McAndrew**

As part of the orientation program for the Board, the Executive Director offered a tour of the Centre, with a focus on the Consumption and Treatment Services.

7. Board Committees Reports / Rapports des comités du conseil d'administration

7.1 Audit and Finance Committee (AFC) / Comité d'audit et des finances (CAF)

7.1.1 Appointment of Co-Chair to AFC / Nomination du coprésident au CAF **- Glen Barber**

The Board Chair proposed adding a Co-Chair to the AFC and nominated Aynsley Morris. Adding a Co-Chair to AFC would be helpful to have a backup person around Board Treasurer's busy schedule. Moreover, this would provide an additional person that can support the Executive Committee's activities if the Board Chair needed to step back and be absent for some meetings over the winter for personal reasons.

It was moved by Stephanie P. and seconded by Chantal R. to appoint Aynsley Morris Co-Chair to the Audit and Finance Committee. / Il a été proposé par Stephanie P. et appuyé par Chantal R. de nommer Aynsley Morris coprésidente du comité d'audit et des finances.

ALL IN FAVOUR – CARRIED / TOUS EN FAVEUR ET LA MOTION EST ADOPTÉE

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7.1.2 FY2024-2025 Q1 Budget – BRF24-053-M/B / Budget du premier trimestre de l'exercice 2024-2025 **- Aynsley Morris**

Aynsley M. presented highlights of the operating budget for FY2024-2025 and explained that each year, the Management Team reviews the overall plan and develops the budget in line with the Centre's priorities, in order to resource properly and meet the accountability obligations of the Centre. Management was notified of the following funding changes for FY2024-2025: "Kids Come First" funding of $536,724 has been approved for FY2024-2025.

It was moved by Aynsley M. and seconded by Stephanie P. to approve the operating budget for FY2024-2025, as presented. / Il a été proposé par Aynsley M. et appuyé par Stephanie P. d'approuver le budget de fonctionnement pour l'exercice 2024-2025, tel que présenté.

ALL IN FAVOUR – CARRIED / TOUS EN FAVEUR ET LA MOTION EST ADOPTÉE

7.2 Nominations and Governance Committee (NGC) / Comité des nominations et de la gouvernance (CNG) **- Karen Capen/Glen Barber**

Plans for the upcoming Board Retreat were discussed, including potential speakers and the agenda. The retreat will be held on Saturday, November 23, from 9:00 AM to 1:00 PM, at the Centre, in the Board Room. Some of the objectives include:

- To strengthen Board member relationships and teamwork.
- To review and refine the organization's strategic goals.
- To provide training and development opportunities for Board members.

The draft agenda includes:

- Welcome and opening remarks: introduction and overview of the retreat's objectives.
- Regular business items for the Board's approval.
- Guest speaker: inviting an expert to speak on relevant topics such as governance, leadership, and community engagement.
- Breakout session: smaller group discussions on specific topics, allowing for in-depth exploration and brainstorming. The specific strategic priority being discussed will be advocacy and communications:
    - Enhancing the board's role in advocacy efforts.
    - Developing more proactive communication strategies to effectively engage with stakeholders and the community.
    - Plans to have a full Board discussion on advocacy, with the Emerging Issues Committee developing a proposal based on this discussion.
- Networking: time allocated for informal networking and relationship-building among Board members.

The Board Retreat will replace the regular Board meeting in November to allow more time for in-depth discussions. Necessary approvals for business items will be handled efficiently at the beginning to free up time for the Retreat activities.

In addition, the Board Secretary indicated that NGC has a busy schedule over the next several months, requiring interested members and volunteers for various activities.

- Meeting scheduled with the Executive Director to develop a clearer and more specific workplan for the committee, ensuring a structured list of items to work on each month.
- Focus on governance-related tasks over the next few months.
- The 'nominations' part of the mandate will be addressed in the spring, as the Board is currently fully seated.

7.3 Quality and Performance Committee (QPC) / Comité de la qualité et de la performance (QPC) **- Robin McAndrew**

The Executive Director offered the following updates:

- QPC had an introductory meeting on October 8, as an orientation for the new Board Directors.
- The QPC continues its work on various reports, including the performance framework report, operational plan report, and indicator performance report.
- These reports are typically completed and presented to the Board in November. However, due to the Board Retreat, there may be adjustments in the schedule, i.e. if the November Board meeting is shortened or integrated into the Retreat, the detailed discussion of these reports might be postponed to January.
- There will be a committee meeting on November 13, before the reports are presented to the Board. This meeting will provide an opportunity for detailed review and discussion of the reports, and Board Directors are encouraged to attend the meeting to understand the reports in detail and fulfill their governance responsibilities.

7.4 Emerging Issues Committee (EIC) / Comité des questions émergentes (CIE) **- Elizabeth Sanderson**

Vice-Chair Elizabeth S. offered the following updates:

- An Emerging Issues Committee meeting is scheduled for the end of November to address various emerging issues, with a focus on advocacy.
- The recurring issue from last year and this year is how to effectively engage in advocacy.
- Discussion on when and how the organization should advocate for community issues.
- There will be a discussion on advocacy during the Board Retreat to gather input and develop a cohesive approach.
- The goal is to refine the existing Advocacy Policy or create a new one if necessary.
- Concerns were raised about the resources required for increased advocacy efforts.
- Discussion on balancing resources between governance, nominations, emerging issues, and advocacy to avoid overburdening the committee.
- The committee will focus on developing or refining policies related to advocacy to ensure effective and sustainable efforts.

7.5 Confirmation of Alliance Board Liaisons for 2024-2025 / Confirmation des agentes de liaison du conseil d'administration de l'Alliance pour 2024-2025 **- Glen Barber**

The Board Chair indicated that Karen Capen expressed her interest in continuing in this role for another year, and Elizabeth Sanderson put her name forward as the second Board Liaison. As no other expressions of interest were sent, the Board Chair proposed to appoint them as SHCHC Board Liaisons with the Alliance for Healthier Communities for 2024-2025.

It was moved by Nives I. and seconded by Noor H. to appoint Karen Capen and Elizabeth Sanderson the SHCHC Board Liaisons with the Alliance for 2024-2025. / Il a été proposé par Nives I. et appuyé par Noor H. de nommer Karen Capen et Elizabeth Sanderson comme agents de liaison du conseil d'administration du SHCHC avec l'Alliance pour 2024-2025.

	ALL IN FAVOUR – CARRIED / TOUS EN FAVEUR ET LA MOTION EST ADOPTÉE Karen C. and Elizabeth S. offered some updates on the activities of the Alliance: - They have been interacting with the Alliance, attending meetings and training sessions. - There is an upcoming meeting at the end of the month, including a Health Systems update, which is informative and offers networking opportunities with Alliance representatives. - The Alliance offers various training programs, including a new "Government Elections 201" training, which aims to provide deeper insights into engaging with government processes. - These programs are designed to help board members understand how to influence decisions effectively. - The Alliance encourages individual CHC Boards to get more involved. They are open to suggestions for future webinars on emerging issues and are willing to organize specialized training sessions for Board Directors. - Participation in Alliance meetings and training sessions offers valuable networking opportunities and professional development. - Regular attendance at these events helps Board Directors stay informed and engaged with broader health system issues.
8.	**8.1 Revised Articles of Amendment and Special Provisions - Robin McAndrew – Update and Call for A Special General Meeting of Members – BRF24-054-B** **Statuts révisés de modification et dispositions spéciales – Mise à jour et convocation à une assemblée générale extraordinaire des membres** The Executive Director explained that, as part of the revision of By-Laws to ensure compliance with ONCA, the Board reviewed the Articles of Incorporation to ensure they were still relevant. The language relating to Objects and Powers as well as to the Special Provisions was updated to more accurately reflect current operations and purpose as confirmed in the last strategic planning process. These updates were approved by the Board at the May 2024 Board meeting, and by the membership at the AGM in June. The final outstanding task is to approve the Special Provisions for the Articles of Amendment as recommended by our legal counsel to ensure full alignment with ONCA. This means approval by the Board of Directors now, and then by the Corporate Members. The legal counsel advised that the Special Provisions should be approved as soon as possible and recommended to hold a special meeting of the membership to approve these provisions. The special meeting can be brief, as the approval of the Special Provisions is a straightforward item. The Executive Director suggested to attach this special meeting to the next Board meeting in January to make it convenient for members to attend. The meeting can be held virtually, but it must allow for live questions and answers. The Board needs to pass two motions: 1. to approve the Special Provisions, as recommended by legal counsel; and 2. to recommend them to the membership for approval at a special general meeting. *It was moved by Stephanie P. and seconded by Elizabeth S. to approve the two motions, as recommended. / Stephanie P. a proposé, appuyée par Elizabeth S., d'approuver les deux motions, telles que recommandées.* **ALL IN FAVOUR – CARRIED / TOUS EN FAVEUR ET LA MOTION EST ADOPTÉE** Following some discussion, it was agreed to hold the special general meeting of members on January 15, 2025, before the Board meeting.

8.2 Executive Director's Report / Rapport de la directrice générale - Robin McAndrew

The Executive Director offered the following updates:

1. Health and Safety Protocols:
   - The Health and Safety Committee has not yet decided whether to reinstate masking for the winter, pending public health advice.
   - Current protocols remain in place, advising staff, volunteers, and peer workers to avoid coming to the centre if they have respiratory illnesses.
   - Options for virtual work are available for those who are ill but able to work.
   - Employees should be 80% recovered for 24 hours before returning to the centre and should wear a mask upon return.
2. Accreditation Process:
   - The accreditation review is scheduled for December 2025, with all evidence of meeting standards to be submitted by August 2025.
   - Preparation involves gathering evidence and implementing new practices to meet various standards, including those related to governance and Diversity, Equity, and Inclusion (DEI).
   - Board Directors are required to participate in DEI training as part of the accreditation standards.
   - An orientation to the accreditation process will be provided to the Board, likely in January or February, to ensure everyone understands the requirements and can contribute effectively.
   - The Board will be interviewed separately by the accreditation team, and preparation for these interviews will include reviewing the orientation manual and brainstorming evidence to meet the standards.
3. Health Human Resources Campaign:
   - The Alliance is launching an advocacy campaign to address the wage gap between the community health sector and other parts of the healthcare system.
   - A toolkit has been developed, including template letters for contacting politicians, social media advice, and other media information.
   - The campaign is set to launch with an intense burst of activity, including social media and media interest, in the next couple of days.
   - All member agencies are strongly encouraged to participate in any part of the campaign they can contribute to.
   - The Ottawa CHCs are coordinating their response, considering their unique situation where employees are not unionized.
   - The campaign will involve a letter-writing initiative where employees share their experiences, such as needing to use food banks or having multiple jobs to make ends meet.
   - The goal is to inundate elected officials' offices with letters to raise the profile of the issue and prompt discussions at the cabinet and caucus levels.
   - Social media recommendations are included, though the lack of a communications officer and a strong social media presence may pose challenges.
   - Encouragement for direct contact with elected officials, potentially as a group effort.
   - The campaign is part of broader government relations efforts by the Alliance, leveraging relationships with senior bureaucrats and government relations expertise.

A discussion ensued, and following are some of the concerns raised:

- There is skepticism about the effectiveness of traditional letter-writing campaigns. The concern is that these letters often end up in ministerial correspondence without significant impact.
- Need for personal contact: emphasized the importance of personal contact with MPPs and other government officials. There is a concern that without direct and personal engagement, advocacy efforts may not be as effective.
- A significant concern is the need to engage with policy analysts, deputy ministers,

	and senior officials who have the power to influence funding decisions. Without this engagement, efforts to secure funding may fail. - There are concerns about the limited resources available for advocacy and communication efforts. This includes the ability to develop and distribute personalized content effectively. - There is a concern about whether the Alliance's strategies will be effective and whether members can trust the information and support provided. - The need to adapt to modern communication methods, such as social media, to reach a broader audience and make a more significant impact. - The importance of developing ongoing relationships with local elected officials. There is a concern that without these relationships, it may be challenging to influence decisions at the local level. - Ensuring active involvement and communication is crucial for the success of advocacy efforts.
9.	**In camera / À huis clos** The Board Chair called for a discussion in camera and invited staff members to leave the room. *It was moved by Karen C. and seconded by Elizabeth S. to move the discussion in camera. / Karen C. a proposé, et Elizabeth S. a appuyé, de déplacer la discussion à huis clos.* **ALL IN FAVOUR – CARRIED / TOUS EN FAVEUR ET LA MOTION EST ADOPTÉE** There was some discussion on a recent staff complaint and the process involved. *It was moved by Elizabeth S. and seconded by Chantal R. to close the discussion in camera. / Elizabeth S. propose, appuyée par Chantal R., de clore la discussion à huis clos.* **ALL IN FAVOUR – CARRIED / TOUS EN FAVEUR ET LA MOTION EST ADOPTÉE**

Adjournment: 8:30 p.m.

NEXT MEETING – November 23, 2024