Prior to the business meeting, the Board of Directors participated in the webinar hosted by the Alliance of Healthier Communities about the provincial health system transformation.

<table>
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<tr>
<th>ITEM</th>
<th>ACTION</th>
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<tr>
<td>1. Declaration of Conflict / Déclaration du conflit d'intérêt</td>
<td>No declaration of conflict was made. / Aucune déclaration de conflit n'a été faite.</td>
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<tr>
<td>2. Approval of Agenda / Adoption de l’ordre du jour</td>
<td>It was moved by Guy D. and seconded by Lisa G. to approve the agenda, as presented. / Guy D., appuyé par Lisa G., propose d’approver l’ordre du jour, tel que présentée. ALL IN FAVOUR – CARRIED / TOUS EN FAVEUR ET LA MOTION EST ADOPTÉE</td>
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<tr>
<td>3. Consent Agenda / Résolutions en bloc</td>
<td>Item 3.6.1 Code of Conduct Policy was pulled out the Consent Agenda and added to Business Arising as item 4.2. The Consent Agenda included the following items: - 3.1 Approval of minutes of the meeting on January 16, 2019 / Adoption du procès-verbal de la réunion du conseil d'administration du 16 janvier; - 3.2 FY2018-2019 Q3 Financial Results – BRF19-008-B: To accept the unaudited financial report for the third quarter ended December 31, 2018.</td>
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4. Business Arising / Revue de la dernière réunion

4.1 FLS Action Plan / Plan d'action pour les services en français – BRF19-023-B

The Board Secretary offered an update on the action plan to address unmet criteria in SHCHC’s 2020 submission for French Language Services (FLS) designation. She reported that the Nominations and Governance Committee met to discuss the issues, and recommended that the Board engage in a legal review of the remaining non-compliance FLS designation by-law requirements against the legislative requirements of the Corporations Act and the rights afforded to governing bodies of incorporated not-for-profit organizations. The contested FLS non-compliance governance by-law requirements include:

- that SHCHC add a statement to its administrative by-laws on the existence of a policy and a committee on FLS;
- that SHCHC add a statement to its administrative by-laws on the Francophone representation required on Board Committees;
- that SHCHC incorporate a statement in its administrative by-laws on the responsibility of the Board of Directors and the Management Team (or the Executive Director) for FLS.

It was moved by Leila B. and seconded by Aynsley M. that the Board of Directors seek legal opinion on the non-compliance FLS by-law requirements, as recommended. / Leila B., appuyée par Aynsley M., propose que le conseil d'administration demande un avis juridique sur les exigences du règlement sur les services en français en matière de non-conformité, tel que recommandé.

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

4.2 Code of Conduct Policy / Code de conduite – BRF19-022-B

There was some discussion in terms of changing the wording under Section 6. VI - Impairment in the Workplace, to include “problematic substance use disorder or other addictions”.

**ALL IN FAVOUR – CARRIED / TOUS EN FAVEUR ET LA MOTION EST ADOPTÉE**
It was moved by Leila B. and seconded by Guy D. to approve the Code of Conduct Policy, as amended. / Leila B., appuyée par Guy D., propose d’approuver le Code de conduite, tel que modifié.

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

The final revised policy will be posted on the Board Portal.

5. New Business / Des points nouveaux

5.1 SHCHC By-laws Review / Examen des règlements du CSCCS – BRF19-024-B

The Board Secretary indicated that, in accordance to the Nomination and Governance Committee’s annual review of the organization’s by-laws and as part of the action plan to address unmet criteria in the 2020 submission for FLS designation, the committee recommended that the Board of Directors accept that the SHCHC by-laws to be amended, as follows:

1. **under Section 1 – Interpretation 1.01 Definitions**
   Remove (e) Service Area
   Reason: already defined within Section 3 – Communities Served 3.01

2. **Under Section 3 – Communities Served**
   Add 3.02 French Language Service Designation (addressed under the FLS action plan)
   From FLS Policy: “As a designated FLS organization, SHCHC values equity and is responsible for providing an active offer of services that are accessible, regular and permanent in both official languages and supporting the development and vitality of the Francophone community.”
   Reason: to meet FLS designation M-SAA requirements with the Champlain LHIN for 2020

3. **Under Section 20 – Transition Provisions**
   Remove 20.02 Elections
   Reason: Relevant only to the 2009 AGM elections and not current to upcoming 2019 AGM Board election terms.

It was moved by Leila B. and seconded by Kim B. to accept the proposed changes to the by-laws, and recommend them for approval by the membership at the 2018-2019 AGM. / Leila B., appuyée par Kim B., propose l'adoption des modifications proposées aux règlements du CSCCS et pour les recommander à l'approbation des membres à l'AGA 2018-2019.

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

5.2 Board Succession Planning for 2019-2020 / Planification de la relève du conseil pour 2019-2020

The Board Secretary noted that there would be four vacancies on the Board: three Directors were at the end of their third consecutive term, and one Director not renewing for another term. The Nominations and Governance Committee discussed a recruitment strategy, and recommended to advertise in local newspapers, Volunteer Ottawa, OnBoard Canada, Girls on Board and other venues.

5.3 Alliance for Healthier Communities Call for Resolutions / Appel à resolutions de l’Alliance pour des communautés en santé

Vice-Chair Aysley M. presented the draft resolutions recommended by the External Issues Committee to be presented to the Alliance’s membership at their AGM in June. The proposed resolutions are:

1. Extension of Healthy Smiles Program; and
2. Ontario ID Card.

The Board discussed some aspects, and suggested to add and/or change some wording, for more clarity.

It was moved by Aynsley M. and seconded by Lisa G. to approve the resolutions in principle, as amended. /
Aynsley M., appuyée par Lisa G., propose d'approuver en principe les résolutions, tel que modifiées.

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

The deadline for submission is March 1, 2019.

5.4 AIDS Bureau Program Plan and Budget for 2019-2020 / Le plan et le budget du programme pour 2019-2020 au Bureau de SIDA – BRF19-025-B

The AIDS Bureau Program Plan and Budget are due February 28, 2019, and the AIDS Bureau requires the Board Chair’s signature.

It was moved by Kim B. and seconded by Brian L. that the Board of Directors approve the submission of the AIDS Bureau Program Plan and Budget for 2019-2020, as presented. / Kim B., appuyée par Brian L., propose d’approuver la soumission du plan et du budget du programme pour 2019-2020 au Bureau de SIDA.

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

6. Information Items / Des points d’information

6.1 Executive Director’s Report / Le rapport du directeur général

The report of the Executive Director included highlights of the Centre’s activities over the past month:
- Winter storm operational update (Strategic direction: Enhance access for people with complex needs)
- Expanding Access to Quality Primary Health Care Services Project – summary update (Strategic direction: Enhance access for people with complex needs)
- Ottawa CHRCs initiate a project on the return on investment analysis of social infrastructure in Ottawa (Strategic direction: Enhance access for people with complex needs; and Ensure sustainability of the Centre)

6.2 Board Committees Updates / Mise-à-jour sur l’activité des comités du conseil

- Emerging Issues Committee: in meeting report;
- Nominations and Governance Committee: in meeting report
- Quality and Performance Committee: no report at this time; next meeting in mid-March to look at the Quality Improvement Plan for 2019-2020 and review Q3 accountability reports;
- Audit and Finance Committee: in meeting report.

6.3 Action Sandy Hill Thank You Letter for Co-Sponsoring the Winter Carnival 2019 / Lettre de remerciement de l’Action Côte-de-Sable pour le co-parrainage du carnaval d’hiver 2019

6.4 Alliance for Healthier Communities Letter to Minister Elliott re: Mental Health Services / Lettre de l’ACS au Ministre Elliott sur les services de santé mentale

6.5 Ottawa Community Foundation Grant Application for Children’s Garden at Robert Legget Park / Demande de subvention de la Fondation communautaire d’Ottawa pour le jardin d’enfants au parc Robert Legget


6.8 Champlain LHIN One-Time Funding for Oasis Program / Financement ponctuel du RLISS de Champlain pour le programme Oasis

6.9 Champlain LHIN One-Time Funding for Cultural Interpretation / Financement ponctuel du RLISS de Champlain pour l'interprétation culturelle
6.10 City of Ottawa Community Funding Framework Review / Examen du cadre de financement communautaire de la Ville d'Ottawa
6.11 January 23, 2019, Board Liaison Webinar Update / Mise-à-jour sur le webinaire au sujet de la liaison avec le conseil

For information/reading.

ADJOURNED: 8:00 p.m.

NEXT MEETING – March 20, 2019 – Board Room