



**Board of Directors Meeting
Réunion du conseil d'administration**

**May 18 mai, 2016
5:30 – 8:00 p.m.**

**221, rue Nelson Street
Board Room/Salle du conseil**

Approved Minutes / Procès-verbal adopté

PRESENT:	Anthony Pizarro – Board President, Dana Mersich – Vice-President for External Issues, Ross Taylor – Vice-President for Internal Issues, Lynn Marchildon – Board Secretary, Lisa Gorman, Brian Legris, Marguerite Nadeau, Francis Reardon, Filip Szadurski, Kenneth Workun – Board Directors
ABSENT WITH REGRETS:	Karen McMullen, Aynsley Morris, Sarah Stirling Moffet, Edward Speicher, Bob Walsh
STAFF GUESTS:	David Gibson – Executive Director Rob Boyd, Director of Oasis Program Brook Dodds – Staff Representative
MINUTES:	Cristina Coiciu – Executive Assistant

1.	Declaration of Conflict / Déclaration de conflit d'intérêt No conflict was declared. / On ne déclare aucun conflit.
2.	Approval of Agenda / Adoption de l'ordre du jour The following items were removed from the Consent Agenda, and added under New Business: <ul style="list-style-type: none"> - item 3.3 United Way Strathcona Revised Agreement for 2016-2017 – BRF16-025-B: was moved under New Business as item 6.3; - item 3.8.4 By-laws Review: was moved under New Business as item 6.4. <p><i>It was moved by Brian L. and seconded by Dana M. to approve the agenda, as amended. / Brian L., appuyé par Dana M., propose d'approuver l'ordre du jour, tel que présentée.</i></p> <p>ALL IN FAVOUR – CARRIED / TOUS EN FAVEUR ET LA MOTION EST ADOPTÉE</p>
3.	Consent Agenda / Résolutions en bloc The Consent Agenda included the following items (less the items removed): <ul style="list-style-type: none"> - item 3.1 Approval of Minutes of Board Meeting on April 20, 2016 - item 3.2 Letter to the Champlain LHIN re: M-SAA Local Obligations - item 3.4 Board Policies Review – BRF16-034-B: <ul style="list-style-type: none"> • In-camera • Confidentiality and Privacy - item 3.5 Membership Applications:

- Dennise Albrecht
 - Christine Aubry
 - Claire Beauchesne-Chabot
 - Doug Bullock
 - Réjean Charbonneau
 - Guy Desaulniers
 - Lisa Gorman
 - Karren McMullen
 - Margaret Mitchell
 - Sylvie Roussel
 - Louise Sweatman
 - Filip Szadurski
 - Ross Taylor
 - Robert Walsh
- item 3.6 2016 AOHC Voting Authority:
 - voting representative: Dana Mersich
 - alternate voting representatives: Edward Speicher and Filip Szadurski
 - item 3.7 2016 AOHC AGM Resolutions – BRF16-035-B:
 - By-law Resolution #1: Enactment of By-laws
 - Policy Resolution #1: Supervised Injection Sites
 - item 3.8 Board Structure Review Recommendations – BRF16-036-B
 - 3.8.1 Executive Committee Revised Terms of Reference
 - 3.8.2 Nominations and Governance Committee Revised Terms of Reference
 - 3.8.3 Audit and Finance Committee Revised Terms of Reference
 - item 3.9 2016 SHCHC Excellence in Health Promotion Award:
 - Sylvie Roussel – for the Good Food Box
 - item 3.10 Executive Director’s Report

It was moved by Francis R. and seconded by Filip S. to approve the Consent Agenda, as presented. / Francis R., appuyé par Filip S., propose d’approuver les résolutions en bloc, tel que proposé.

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

4. Supervised Injection Services (SIS) – Site Tour and Question Period / Présentation sur les Services d’injection supervisée – visite de l’emplacement et période des questions

Rob Boyd, Director of Oasis Program, provided Board of Directors with a tour of the 1st floor where the potential SIS site would be located. After the tour, the Board members had an opportunity to ask questions about the service.

4.1 Recommendation re: June Board Meeting / Recommandation pour la réunion du juin

It was moved by Lynn M. and seconded by Filip S. to move this discussion in camera. / Lynn M., appuyée par Filip S., propose de discuter ce sujet à huis clos.

ALL IN FAVOUR – CARRIED

There was some discussion if the presentation of the draft exemption application to Health Canada at the June Board meeting should be closed to the public, but the Board of Directors opposed this idea and agreed to allow additional time for application.

It was moved by Ross T. and seconded by Ken W. to close in camera discussion. / Ross T., appuyé par Ken W., propose de sortir de la discussion à huis clos.

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

<p>5.</p>	<p>Business Arising / Revue de la dernière réunion</p> <p>5.1 Executive Officers Succession Planning Update / Mise-à-jour sur la planification de la relève du Comité exécutif</p> <p>The Board President announced that he was stepping out from the Board, given other personal commitments. From discussions with other colleagues, he learned that the following Board members would like to put their names forward for the following positions:</p> <ul style="list-style-type: none"> - Lynn M.: Chair - Dana M.: Vice-Chair - Ross T.: Vice-Chair - Ken W.: Treasurer <p>The Secretary position still remains to be filled, and hopefully there will be some interest from other Board members.</p> <hr/> <p>5.2 Board Succession Planning Update / Mise-à-jour sur la planification de la relève du conseil d'administration</p> <p>The Board Secretary reviewed the Board situation and noted that, presently, there are 15 Board Directors. However, with the departure of Anthony P. and Bob W., there will be 13 members, of which:</p> <ul style="list-style-type: none"> - six living in the catchment area; as per SHCHC By-laws, Art. 4.02, the Board requires a minimum of seven of its members to be residents of Sandy Hill or Old Ottawa East; - four are clients of the Centre; minimum requirement is three; - three are francophone; minimum requirement is three. <p>The Board Secretary concluded that the Nominations and Governance Committee recommended not to recruit new Board members at the moment, but wait until after AGM to assess the needs of the Board.</p>
<p>6.</p>	<p>New Business / Des points nouveaux</p> <p>4.1 Response Letter to Lowertown CRC – Next Steps – BRF16-038-B / Lettre de réponse au Centre de ressources communautaires de la Basse-Ville – des prochaines étapes</p> <p>The Board President reported that the Executive Committee, at their meeting on May 10, 2016, reviewed the Lowertown CRC letter of intent and motion, and recommended that this go forward to the Board of Directors for consideration and decision on proceeding.</p> <p>Over the past year, Lowertown CRC's Board of Directors have worked with a consultant to explore strategic level options related to the Centre's future, primarily around their sustainability in an austerity funding environment. This strategic discussion was also based on the fact that the Interim Executive Director would be leaving in October 2016, with no replacement. The report presented to the Lowertown CRC Board of Directors included one recommendation, remained confidential. Both Board Presidents and Executive Directors of SHCHC and Lowertown CRC discussed some opportunities of integration or partnership. At present, the Lowertown CRC is very sensitive to the concept of integration, but understand that organizational sustainability is at risk. This sensitivity would have to be recognized by SHCHC in how both our Board and Management proceed with formalized discussions moving forward.</p> <p>As next steps, the Board President proposed that the Board of Directors approve the following recommendations:</p> <ol style="list-style-type: none"> 1. That SHCHC Board enters into formal discussions with Lowertown CRC Board of Directors on integration opportunities. 2. That SHCHC Board retains the services of a consultant to engage in a formal process to explore integration opportunities with the Lowertown CRC Board. 3. That SHCHC Board of Directors task the Executive Director to prepare a report for the Board and other appropriate Committees at a future timeline defined by the Boards of both Centres, including

recommendation that are guided by the following strategic level principles, as contained within the Governance Integration Policy, specifically:

- Client and Community: the integration initiative must be important and beneficial to the client/ community and that it is aligned with the CHC Model of Health and Wellbeing. The integration initiative must contribute to outcomes such as improved access or quality of service.
- Organizational: the potential partners must share similar visions, missions, values, strategic directives and mandates.
- Relationship: the potential partners have a collaborative, trusting relationship with SHCHC and demonstrate a mutual respect for respective roles, commitment, accountability, clear lines of communication, conflict resolution processes, professionalism and integrity.
- Business Case: the potential integration initiative offers a clear advantage to SHCHC and the wider system, including improvements to efficiency, sustainability, filling a need or gap in service, or optimizing existing resources.

It was moved by Ross T. and seconded by Brian L. to approve the recommendations, as presented. / Ross T., appuyé par Brian L., propose d'approuver la recommandation, tel que présentée.

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

6.2 AGM Planning and Preparation / Planification et préparation pour l'AGA

The Board Secretary proposed to create a short time ad-hoc committee to look at AGM speakers and other preparations. The meeting will be held at the Centre, in the Board Room. The AGM packages for the membership will be mailed by the end of the week and will include the AGM agenda, draft minutes from last AGM and proposed changes to the By-laws.

It was moved by Dana M. and seconded by Lisa G. to approve the AGM agenda, as presented. / Dana M., appuyée par Lisa G., propose d'approuver l'ordre du jour de l'AGA, tel que présentée.

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

6.3 United Way Strathcona Revised Agreement for 2016-2017 – BRF16-025-B / Agrément révisé du Centraide Strathcona

The Board Secretary asked that this item be removed from the Consent Agenda and discussed separately, under New Business. The revised agreement contained an 8% funding reduction for the United Way Strathcona Heights program for the period July 1, 2016 – June 30, 2017, due to fewer funds being available from the 2015-2016 United Way community campaign. The revised funding does not fully cover the anticipated program expenses and the compensation expense for the 0.8 FTE Community Developer. Thus, the Centre will cover the compensation shortfall in the Community Development budget funded by the LHIN, which will result in additional financial pressures on the CHC budget.

The Board Secretary raised the concern that the Centre was trying to accommodate the reduction, thus creating a precedent for these kind of situations with funders. The Executive Director explained why the reduction occurred and that the Board had to be informed.

6.4 By-laws Review / Révision des règlements administratifs

The Board President requested that this item be removed from the Consent Agenda and discussed separately, under New Business. He asked for some clarification on the following:

- Art. 7.01 b): why the office holders of the Chair and Vice-Chairs cannot combine other officer positions? The answer was that, in real life, it was not common that a Chair would also be a Vice-Chair, or Treasurer etc.
- How would we deal with a vacancy of a Vice-Chair? The answer is found in Art. 7.01 c), as well as in Art. 7.06 b).

	<p><i>It was moved by Ross T. and seconded by Marguerite N. to approve the proposed changes to the by-laws, as presented. / Il est proposé par Ross T. et appuyé par Marguerite N. d'approuver les modifications proposées aux règlements administratifs, tel que présenté.</i></p> <p>ALL IN FAVOUR – CARRIED / TOUS EN FAVEUR ET LA MOTION EST ADOPTÉE</p>
<p>5.</p>	<p>Information Items / Points d'information</p> <p>5.1 Board Committee Updates / Mise-à-jour sur l'activité des comités du conseil d'administration</p> <ul style="list-style-type: none"> - NGC: in meeting report; - Audit ad Finance Committee: next meeting on June 14th with the Auditor.

Adjournment: 8:30 p.m.