

SRCHC BOARD OF DIRECTORS' MEETING

Meeting Minutes

September 19, 2024

Present: P. Berger, M. Cheng, N. Hariharan, A. Hamidian, E. Hill (Chair), R. Ho, R. John, A. Kajenthira, E. Speicher, R. Pradhan

Staff: J. Bowman, K. Bataa (recorder), S. Puri (recorder), S. Wiens, A. Phillips (Guest)

Regrets: B. Bereket, A. Simard

1.1-1.4 Welcome, Conflict of Interest, Confidentiality, Code of Conduct

The Chair welcomed the Board and reminded Directors of Code of Conduct & Confidentiality. The Chair invited board members to share any reflections or observations in relation to the Land Acknowledgement. The Land Acknowledgement video was shared.

The Chair invited members to raise any conflict of interest. R. John disclosed they are working with another community health centre in Ontario. The Chair highlighted the importance of Board members meeting their duty of confidentiality.

The Chair requested all attendees to provide a brief introduction of themselves.

1.5 Confirmation of Quorum and Approval of Agenda

MOTION TO APPROVE THE AGENDA

(1) A. HAMIDIAN

(2) R. HO

CARRIED

1.6 Board of Directors Governance Orientation

S. Wiens highlighted the roles, responsibilities and liabilities of the Board of Directors given the changes resulting from ONCA. The Chair advised the Board that questions and concerns about procedures and applications can be directed to E. Hill and S. Wiens.

S. Wiens will be holding a Finance Orientation prior to the November board meeting. An invite will be going out to the Board. The Finance Orientation involves a closer review of the financial statements. A. Hamidian inquired about the role of the OHT model in the Board's fiduciary duties. S. Wiens and J. Bowman confirmed that, at this point in time, the OHTs are not empowered to make decisions that would impact the governance of any of the member organizations, including SRCHC.

1.7 Client Survey Presentation

Ann Phillips, Director of Community Health and Chronic Disease provided an overview of SRCHC's 2024 Client Survey results. The client survey is conducted annually. The feedback from clients helps to identify areas of strength and improvement within the organization.

The Board inquired whether the sample for the survey was representative of all clients at SRCHC. Ann highlighted that attempts are made to pull participants from all sites and services. Multiple methods of sampling are used, however factors such as age and socio-economic status could skew the results. The Client Survey will be presented to all staff in October 2024. The Board praised the positive results of the survey and thanked Ann for the presentation.

2.0 Committees & Workgroups

2.1 Committees & Work Groups Time Commitment Chart

The Chair advised Board members to review the Committees and Work Groups Chart. Board members are asked to email E. Hill and R. Ho with first, second and third preferences of committees that they would like to be on. The deadline to submit selections is October 4 2024. The Chair emphasized that the CEO Performance Appraisal group may be more work as a new CEO will soon be onboarded in this board year.

The Chair suggested the governance work group be dissolved given our ONCA transition is complete.

MOTION TO DISSOLVE GOVERNANCE WORK GROUP

1) P. BERGER 2) A. HAMIDIAN CARRIED

2.2 In Person Board Meetings

The Chair shared that many of the Board members have expressed interest in, and seen the value of, meeting in-person. A disadvantage of in-person meetings is the possibility of reduced attendance, which in-turn may cause quorum issues.

Board members requested that in-person meetings have as much an advance notice as possible. The Board collectively emphasized their preference for meeting during the warmer seasons rather than during winter. It was suggested finding one other time for the Board to meet in person, looking potentially for a date in spring.

2.3 Alliance for Healthy Communities Liaison

A. Hamidian has been the liaison for the last couple of years and is open to passing over the role to anyone interested. The Board Liaison Orientation will be coming up in the next few months. There is Liaison meeting on October 30 2024.

3.0 Communication and Counsel

3.1 CEO C & C

a) HART Hubs

The CEO thanked the Board for their support and contribution in relation to the CTS closures and HART Hubs. The CEO provided an update on the status of HART Hubs. SRCHC is proceeding to submit an intent to submit with our partners in the East Toronto Health Partners OHT. The letter of intent outlines partners and key focus of the delivery model. The letter of intent is due to the Ministry on September 20 2024 with full application due October 2024.

VP noted that there are about 11 partner agencies that will be working with SRCHC to provide a range of services. The CEO emphasized that SRCHC will be adopting a hub and spoke model, where a number of organizations will work together to offer a variety of services. The proposal will identify services that the organization would like to maintain and supplement, and services that are missing which other agencies could provide.

Conflict of interest: R. Pradhan raised that they are an employee of EHP, and refrained from any comments during this section of the discussion.

The CEO highlighted that the closure of Moss Park will mean a lack of safe consumption and harm reduction services in a high need area of Toronto. The Board discussed the opportunities for advocacy in partnership with the Alliance for Healthy Communities. The Board asked questions to ensure any advocacy aligned with our organizational values. It was suggested the establishment of a national coalition may be beneficial to prepare for federal changes.

Given the organization has been given notice that KeepSix funding will cease as of March 31st 2024, the Board inquired about a transition plan for SRCHC clients. The CEO highlighted that SRCHC is working with a group of other CHCs with CTS's in the Toronto area, to come up with a common approach. A transition plan is due to MOH in late October.

b) Board Retreat

The CEO proposed November dates for the Board Retreat. A Doodle poll will be sent out to check for the Board's availabilities. The CEO provided a brief outline of the agenda for the Board retreat. Scott Ovenden, Regional Director of OH, is set to be the guest speaker for the Retreat. Feedback on the Agenda for the retreat was encouraged.

c) Ralph Thornton

The Chair noted that the thank you note from Ralph Thornton is in the Board package.

3.2 Review and Approval of Agency's Articles

SRCHC's articles were updated to reflect the organization's current work. The articles need to be submitted by October 19, 2024 per the ONCA deadline.

MOTION TO APPROVE AGENCY'S ARTICLES AS FOLLOWS:

SOUTH RIVERDALE COMMUNITY HEALTH CENTRE
(the "Centre")

SPECIAL RESOLUTION OF THE MEMBERS

Dated the 19 day of September 2024.

ARTICLES OF AMENDMENT

WHEREAS:

- A. The *Not-for-Profit Corporations Act, 2010* (Ontario) (the "**Act**") came into force on October 19, 2021, and replaced the *Corporations Act* (Ontario) in governing corporations without share capital.
- B. On September 19 2024, the Centre’s board of directors (the “**Board**”) passed a resolution approving articles of amendment (the “**Articles of Amendment**”) in the form presented to Centre’s members (the “**Members**”) and resolving that the Articles of Amendment be submitted to the Members for confirmation by special resolution.

RESOLVED AS A SPECIAL RESOLUTION that:

- 1. The Articles of Amendment are hereby approved.
- 2. Any two (2) officers of the Centre are hereby authorized and directed to sign all documents, including the Articles of Amendment, with such further amendments as they may determine to be necessary or desirable to comply with the requirements of any governmental authority having jurisdiction, without the need for further approval of the directors or the Members, and to do on behalf of the Centre all things necessary or desirable to carry out and give to effect to this resolution, including the filing of the Articles of Amendment with the Director appointed under the Act.
- 3. any director or officer of the Centre is authorized and directed to do on behalf of the Centre any and all acts and things and execute and deliver all other documents as such directors or officers consider necessary or desirable to give effect to this resolution.

1) P. BERGER 2) E. SPEICHER CARRIED

4.0 Community Feedback Report

S. Wiens briefly outlined the Community Feedback report from June, July, and August 2024. The Chair suggested that time be dedicated to discuss Community Feedback in our next meeting.

5.0 Consent Agenda
MOTION TO APPROVE CONSENT AGENDA

1) R. HO 2) M. CHENG CARRIED

6.0 Monitoring reports not in consent agenda

6.1 Financial Condition (April – June)

a) 4.10 Financial Condition

The VP Strategy & Systems emphasized that the organization is on track based on normal spending patterns in the first quarter of the fiscal year, and the variances are as expected.

**MOTION TO APPROVE 4.10 FINANCIAL CONDITION MONITORING REPORT AND
ACKNOWLEDGE THE NOTED VARIANCES**

1) R. HO 2) M. CHENG CARRIED

7.0 Meeting Feedback

Meeting feedback was postponed given the time of the meeting.

9.0 In-Camera Session

The Board held an In-Camera session at 8:35pm.

10.0 Meeting Adjournment

MOTION TO ADJOURN MEETING AT 8:44 PM

1) R. JOHN 2) M. CHENG CARRIED

Emily Hill

Emily Hill, Chair

Arman Hamidian

Arman Hamidian, Secretary