

**Shoreham Village Senior Citizens Association
Board of Directors Meeting Minutes
November 21, 2017
2:00 pm**

Present: Sue Neilson, Nancy Timbrell-Muckle, John Frizzle, Patsy Brown, Alice Leverman, Reinhard Jerabek and Janet Simm

Regrets: Liz Finney

1. Call to Order

The Chair called the meeting to 2:05 pm.

2. Strategic Planning: Facility Refurbishment Strategy

- MJ Hampton was scheduled to attend today's meeting to assist in our planning but was unable to attend. The Board Chair and CEO will arrange a briefing.
- The Chair and the CEO met with Hugh MacKay, MLA on November 6th. Mr. MacKay was provided with a summary of our proposal and was shown the Architect drawings along with pictures of the buildings condition. During his walk through he was able to see areas of deterioration throughout the building. The MLA agreed to assist in arranging a meeting with the Minister of Health. On Dec 11, the Chair and the CEO will meet with MJ MacDonald, the Executive Director of the Continuing Care Branch, Department of Health and Wellness and Paula Langille to discuss our proposal. The summary proposal, along with pictures and the rendering drawings will be provided.
- Financing the project will be a key concern. We should be able to access grant funding to support the project. We are confident we could arrange financing as long as there is commitment for the Department of Health and Wellness to add additional funds to our per diem.
- Feedback on the summary proposal:
 - Under Section 6 it should say "Collaboration and cost savings between 3 organizations that are co-located in Chester" This is the wording used by DHW.
 - Risk isn't mentioned. The Chair noted that risk was verbalized but not included in the proposal. This will be added where relevant.
 - The amount of money spent on the building trying to keep it safe and up to code should be included.
It is descriptive, but not very "punchy". More points could be made in the proposal to make more of an impact.

3. Breaking Issues

None

4. Approval of Agenda

Nancy Timbrell-Muckle approved and seconded by Alice Leverman. Motion Carried.

5. Approval of Minutes – September 26, 2017

Amendment was made to the in camera minutes.

Nancy Timbrell-Muckle and John Frizzle moved approval of the September 26 in camera minutes. Motion Carried.

John Frizzle and Patsy Brown moved approval of the September 26 minutes. Motion Carried.

6. Business Arising

6.1 Internal Controls

- The Auditors had three areas of concern during their last review – Employee Future Benefits, Fixed Assets, and Donation Revenue (qualification is a standard statement).
- During the review it was mentioned that the Foundation might benefit from a review of their current receipting systems. Reinhard will provide some support. CRA is another resource tool that they could utilize.

The Foundation are invited to attend the January Board meeting presentation regarding Board accountabilities.

6.2 Membership in Shoreham Village

- According to the Society's Act, under Section 15.1 "The members of a society shall be the subscribers to the memorandum and those persons admitted to membership of the society according to the by-laws."
- Under Section 2 (e) "special resolution" means a resolution passed by not less than three fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given."
- Under Section 10 (d) "borrow, raise and secure the payment of money in such manner as it thinks fit and, with the sanction of a special resolution, issue debentures or mortgage its real property to secure the payment of money borrowed by it"
- Currently, our Association members consists of only Board members. It was decided that now isn't the appropriate time to look at this, where we are in the process of trying to get a facility renovation. This will be added as a future agenda item.

6.3 Board Planning Cycle: Board Education

6.3.1 Accreditation – March

6.3.2 Point Click Care – January

6.3.3 Financial due diligence/Board accountability – January

The Chair asked if the Board was alright with inviting the entire Foundation to the January meeting and they were.

7. Chair's Report

- The Chair and CEO attended the last Foundation meeting. It was identified that raising Shoreham's profile would be a future joint project.
- Joint Board meetings will provide an opportunity for us to strengthen relationships and learn from one another.
- The Chair will be attending a meeting exploring the health of our community, hosted by Lunenburg County Advisory Council.

8. Financial Report

8.1 Financial statements to the end of October, 2017

- Cash is at \$396,292 versus \$755,199 in 2016. The reason for this is we haven't drawn any money for the Boiler Project yet.
- Surplus of \$103,723 YTD
- The DHW budget has been released. Food budget will be increased and will be paid retro-active back to April 1st 2017.

- Refinancing is still in the works with CMHC. They had questions about the water agreement and the existing contract with the Apartments. Reinhard provided them with the necessary information, but we still haven't been able to get someone to sign approval with CMHC. The deadline has been missed by a month because of this and the amount we receive will get less with each missed deadline.
- The Ladies Auxiliary is furnishing the cozy corner for where the nursing station use to reside and the Foundation is furnishing C wing.
- The CEO presented the same question that is always asked of the Board this time of year – how much of the projected surplus can we invest in new equipment? Decision deferred to the January meeting.
The CEO said that she will ask management to identify priority items in preparation for the January meeting.

Nancy Timbrell-Muckle moved acceptance of the Financial Statements. Alice Leverman seconded. Motion Carried.

8.2 Appointment of Auditors

- Grant Thornton has been our auditors for over 3 years. Last year a decision was made by the Board to delay initiating a full RFP.
- Deloitte is the auditor for Northwood and Reinhard explained that they have some familiarity with Shoreham processes through working with Northwood.

Motion made by Alice Leverman that we proceed with sending an invitation to both Grant Thornton and Deloitte requesting a proposal for consideration of being our auditors for a three year term. Patsy Brown seconded. Motion Carried.

8.3 Special Resolution: CMHC Mortgage

- Reinhard provided a Special Resolution which would grant the CEO and himself permission to sign the re-financing mortgage for Shoreham. The CEO and Reinhard explained that the resolution would only be valid for the signing of the refinanced mortgage when it is ready for signing.

Motion made by John Frizzle to sign the Special Resolution granting the CEO and Reinhard Jerabek permission to sign the CMHC refinanced mortgage when it is ready for signing. Seconded by Alice Leverman. Motion Carried.

9. CEO Report (Attachment)

- See attached report.
- An update was provided regarding the risk event involving staff and a community member. Investigation continues.

Motion made by Nancy Timbrell-Muckle to approve and seconded by Patsy Brown. Motion Carried

10. Monitoring Executive Expectations (Attachment)

10.1 EE-2: Treatment of Employees - Compliant

10.2 EE-4: Financial Condition - Compliant

- Should say September 28th instead of February 28th

10.3 EE-5: Asset Protection - Compliant

10.4 EE-13: Risk and Incident Reporting - Compliant

Motion made by Alice Leverman to accept monitoring reports. Seconded by John Frizzle. Motion Carried

11. Board Policy Review

11.1 EE-4: Financial Condition – No recommendations

11.2 EE-5: Asset Protection

- At the last meeting it was determined that both Policies EE-5 and EE-10 should be reviewed.
- The determined changes were as follows:

EE-5: Asset Protection – Under Section 2 Policy Statement, add the following:

- 2.2.11 Keep the Board apprised of issues related to the condition of the building and related assets.
- 2.2.12 Work with the Board to advocate for and secure funding for required improvements to the building.

EE-10: Public Image – Under Section 2 Policy Statement, add the following:

- 2.2.8 Work with the Board to advocate for and secure funding for maintenance priorities and building renewal.

Motion made by John Frizzle to approve changes to EE-5: Asset Protection as outlined above. Seconded by Patsy Brown. Motion Carried.

Motion made by Alice Leverman to approve changes to EE-10: Public Image as outlined above. Seconded by Nancy Timbrell-Muckle. Motion Carried.

11.3 GP-2: Role of the Board Officers – Complaint

11.4 GP-3: Conduct of Directors – Complaint

Motion made by Nancy Timbrell-Muckle to accept Board Policy Reviews. Seconded by John Frizzle. Motion Carried.

12. Items for discussion

12.1 Joint Meeting with the Foundation Board.

Previously discussed

13. Next Meeting: The next meeting is being held on January 16, 2017 at 2 pm

14. Adjournment:

Motion to adjourn at 4:30 pm. John Frizzle and seconded by Nancy Timbrell-Muckle. Motion Carried.