

**Shoreham Village
Board of Directors Meeting – Minutes
January 15, 2020**

Present: Alice Leverman, Patsy Brown, Liz Finney, Joseph Green, Wayne Arnold, Andrew Snyder and Janet Simm.

Regrets: Nancy Timbrell-Muckle

1. Welcome and Introductions

- Andrew Snyder was congratulated on receiving his CPA designation.
- There was a passing of one of Shoreham’s staff, Christine Schnare. Supports have been put in place to help staff get through this difficult time.

2. Approval of Agenda

No additions. No In Camera Session.

Agenda was approved by Liz Finney and seconded by Wayne Arnold. Motion Carried.

3. Approval of Minutes – November 20, 2019

- Under section 10, 10.4 should read as follows: GP-4.1: Nominating Committee – will explore wording to improve language for alternating Board member terms. Will bring this back to a subsequent meeting.

Motion should read to accept EE-4, EE-5, EE-13 and GP-4.1 with change noted above.

- Under section 11, 11.1 should read as follows: GP-4: Role of the Board

Motion to approve the minutes from the November 20, 2019 meeting with the changes noted above. Patsy Brown/Andrew Snyder. Motion carried.

4. Board Education Session: Review of Insurance Coverage (Attachment) – Reinhard Jerabek

- Insurance provider is Marsh Canada Limited. Marsh specialists in long term care.
- Premiums have increased over the years. Premiums are currently \$24,590. Yearly increases occur as property replacement costs increase.
- Insurance coverage is consistent with other organizations. Limits are reviewed annually with the insurer to ensure coverage remains adequate.
- Abuse and crime has been high on the radar for many organizations over the years. Company policies and protocols are reviewed to ensure coverage provides protection in high risk areas. Reinhard noted that the partnership wouldn’t have much effect on our policy. If an incident should occur both Shoreham and Northwood’s insurance policies would be activated. A clause was included in the NW/Shoreham agreement to address this.
- Insurance policy provides enough coverage to replace the building “as is”.
- Reinhard will follow up with Marsh to find out what Liability coverage is included in our policy regarding water quality issues.
The CEO will review the Water Agreement to see if any changes are necessary.

5. Finance Report

5.1 **Financial Statements to November 30, 2019 (Attachment)**

- Cash is down a fair amount – from \$500,000 to \$282,000 (year over year comparison). Contributing factors would be the amount of DHW funded projects we have completed/underway \$250,000 net payable owed to NW and the deferred revenue owed by DHW for resident contributions. Once DHW payment is received, the cash situation should improve.
- Accounts Receivable is high. Over cost funding is owed to us by DHW and some HST owed from construction.
- Page 2- Commercial services – This includes the bus and cleaning at the OHC. Schedule 3 breaks down the bus and commercial services; and Schedule 3-1 breaks down the OHC. There is a modest surplus.
- \$60,000 DHW YTD Variance has to do with Resident Contributions of \$37,459, outstanding rebates and over cost funding owed to us by DHW.
- Contracted Services used to fill vacant positions are not included in the budget but are included in the actual expenses incurred.
- Bus – In the future may want to discuss the benefits/alternatives available.
- Intergraded services – Avanti is a scheduling and payroll system that NW will be implementing over the upcoming months. Once the system has been built, it will provide a good opportunity to implement the system at SV as well. Having both organizations on the same scheduling/payroll system will improve accuracy and be more time efficient. We expect this will be cost neutral for fees but will create significant improvements to staff time. The current scheduling system being used at Shoreham requires an upgrade, which we are required to have done before May. The cost is \$1,000 which includes the upgrade and staff training. Avanti will not be implemented in time, so we will be required to pay this upgrade fee.

6. Business Arising

6.1 **Building Renewal Plan**

6.2 **Board Planning Cycle**

- Education – March – Overview of Volunteer Programs
- May Session – Medical Coverage at Shoreham?
- Accreditation Board Governance Standards – Fall 2020

6.3 **Handling/retention of In Camera Session Minutes**

- The Chair contacted the Municipality to find out their practice surrounding the handling and retention of In Camera Session Minutes. They are governed under the Municipalities Act. Their practice is that as part of their regular meeting, a motion must be made to go In Camera, which would include a seconder; and then a motion to move out of In Camera, which would also include a seconder. Personnel or contract issues would justify an In Camera session. According to the Municipality Act, the topic of discussion must be made known before going In Camera. No motions can be made during an In Camera session – discussions only. In Camera minutes include – Date, topic, who was in attendance, and who made the motion to go in camera and seconder, and who made the motion to go out of camera and seconder. In Camera minutes do not require approval.

- The Board felt this was a good practice and decided that:
 - Personnel or contract issues would justify an In Camera session.
 - In Camera sessions would be included in the regular meeting- The topic of discussion must be made known before going In Camera.
 - There will be a motion to go in camera, which would include a seconder; and then a motion to move out of In Camera, which would also include a seconder. The topic and the motions would be recorded as part of the regular meeting minutes.
 - Moving forward In Camera minutes would include – Date, topic, who was in attendance, and who made the motion to go in camera and seconder, and who made the motion to go out of camera and seconder.
 - In Camera minutes do not require approval.
 - In Camera minutes will included as part of the general minutes.
 - The In camera minutes portion of the general minutes will be removed before publishing on the website.

6.4 Upcoming Events

- Recreation Calendar of upcoming events is attached to the newsletter.
- Programs that the Board may want to attend would be:
 - Resident’s Monthly Birthday Celebrations – Occurs on the last Monday of each month at 2:30 pm. Penny and Hugh MacKay attend. Board members are welcome to serve cake/ice cream to residents
 - Memorials – Occurs quarterly. Usually held on the 2nd Friday of the month. This quarter it will be held on February 7th at 10:30 am.
 - Volunteer Appreciation and Staff Recognition- dates to be determined.
- A family meeting will be held in March. The date will be determined by the CEO in conjunction with the Family Council Co-Chair. Please inform the Chair if you plan to attend.
- Resident Council – May not be the appropriate platform for the Board.
- A list of upcoming events will be included on the Board meeting agenda.

7. Chairs Report (Attachment to be circulated)

- Dr. Tom Marrie has been very supportive in helping us navigate through government. He wasn’t able to get us a meeting with the Premier, but had submitted a report to the Premier and is hopeful that we will get a meeting.
- Dr. Marrie is now retired and has recommended that we contact Wilfred Moore. Contact was made with Wilfred Moore who suggested we contact Bernadette Jordan. She might be able to advocate or point us in the right direction.
The Chair and CEO will arrange a meeting to discuss.
- We have received good government support to date.
- The CEO will arrange another meeting with Hugh MacKay, and one with Janet Creaser, Foundation Chair to provide them updates on our continued work to advocate for our building improvements.

8. CEO Report (Attachment to be circulated)

8.1 Water Testing Protocols and Testing Results – Gaye Ernst

- Shoreham’s water testing is done at the QEII.
 - Water is tested every month for bacteria. We are required to do testing quarterly.
 - We are testing our treated water.
 - Water is tested every year for minerals. We are required to do testing every two years. New standards as of May 2019. Last January was when we tested for minerals, so we are due for testing this month. The last test was within the acceptable levels based on these new standards and is safe for drinking.

8.2 Radon testing protocols and Testing Results

- In the past, the DHW had provided us with funding to install and purchase some equipment used for radon testing. Testing was done in 2011 and improvements were made to address elevated levels at that time. Gaye will arrange an updated Radon test.

8.3 IT Challenges

- On December 21st an email was innocently opened by a Northwood staff member that caused a virus to spread throughout the NW and SV network. IT discovered the virus quickly and was able to shut the network down before the virus could spread.
IT determined that all drives remain intact; however SV has had no outlook or drives since the network was shut down. The systems are slowly getting back online.
- Point Click Care is cloud based and was not affected. IT is reviewing the billing system, Dynamics to determine if any damage was caused. Comvida, scheduling system is web based and was not affected.
- A letter went out to resident families and staff notifying them of the virus and the potential for access to personal or health information. If it’s determined that a breach has occurred, then resident families and staff will be notified.
- NW did a press release to disclose the incident and worked closely with legal council throughout the process ensuring that all the necessary protocols were followed.
Media did a good job providing factual media coverage.
- DHW has been supportive throughout this process. A critical incident was filed and meetings occurred every two weeks.
- A payroll advance was provided for one payroll run to staff to ensure pay was received. A payroll hotline was set up for staff that noticed a pay discrepancy and this week any pay discrepancies were deposited into staff’s bank accounts.
- Haven’t heard from the apartments regarding the October 25th meeting to discuss water and tenants accessing our facility during a power outage for example.
The CEO will follow up.

9. Monitoring Executive Expectations (Attachment to be circulated)

9.1 EE-11: Information Management

9.2 EE-12: Partnerships

9.3 EE-13: Risk and Incident Reporting

All agreed that the CEO is compliant with the above policies.

Motion to accept monitoring reports for Policies EE-11, EE-12, and EE-13. Joseph Green and seconded by Patsy Brown. Motion Carried.

10. Board Policy Review (see Board of Directors Manual)

10.1 GP-1: Role of the Board

No revision necessary at this time.

10.2 GP-5: Board Meeting Processes

Section 2.5 and 2.6 will require revisions as the handling and retention of In Camera session minutes has changed.

Liz Finney agreed to revise these sections and send to the Chair for review.

Motion to accept review of Board Policy GP-1 and amendments to GP-5 as above. Joseph Green and seconded by Wayne Arnold. Motion Carried.

11. Self-Monitoring Governance Process (See Board of Directors Manual)

11.1 GP-5: Board Meeting Processes – Compliant

Motion to accept self-monitoring of governance process for Board Policy GP-5. Andrew Snyder and seconded by Patsy Brown. Motion Carried.

12. New Business

12.1 Winter Social

- Deferred until a later date.

- There is currently nothing in place to acknowledge Board members who have completed their term.
- The CEO noted that a NW Board member is presented with a certificate for completing their term and invited to attend the AGM to be recognized. The Board felt this was a good way to show recognition.

13. Board Self-Evaluation

- The meetings are long and we need to ensure that discussions stay on point. We also need to ensure that members are not rushed and feel encouraged to ask questions and provide input.
It was discussed that having an earlier meeting start time might help, so going forward Board meetings will start at 2:30 pm and end hopefully by 5 pm.

14. Date of Next Board Meeting

Wednesday, March 11, 2020 at 2:30 pm at the Shoreham Village Board Room.

15. **Adjournment**

Motion to adjourn at 5:55 pm. Wayne Arnold

Recording Secretary,

Tammy Leopold

Business Office Assistant