**Shoreham Village**

**Board of Directors Meeting – Minutes**

**April 20, 2022**

**Present (via Teams)** Alice Leverman, Patsy Brown, Liz Finney, Andrew Snyder, Joseph Green, Brian Webb, and Janet Simm

**Regrets:**

1. **Welcome and introductions**
* The meeting was called to order at 2:35 pm.
1. **Approval of Agenda**

***Motion to approve agenda. Joseph Green and seconded by Patsy Brown. Motion Carried.***

1. **Review of Board Reference Manual (Draft circulated on March 17/18)**
* The Chair thanked the CEO, Patsy Brown and Tammy Conrad for all the work involved in getting the manual prepared, and thanked the Board for their feedback and input.
* In addition to the Criminal Record Check, new Board members will continue to be required to complete the Declaration of Not Being an Ineligible Individual Form and Confidentiality of Information Form.
* Board By-Laws – No recommendation for change
* A few documents were removed from the manual. Board members can request to view those documents at any time.

Two documents remain in the manual – *Homes for Special Care Act and Regulations, and Long Term Care Program Requirements: Nursing Homes and Residential Care Facilities*. These documents, along with the documents that have been removed, will be posted on the Board Portal.

* Motion will be done once the SV/NW Agreement has been finalized. No changes are required to the manual.
1. **Review of Northwood/Shoreham Agreement (new draft attached)**
* overview of changes made
* feedback from Legal Counsel
* Peter Nathanson is the lawyer that reviewed the original agreement and is reviewing the current agreement for necessary changes. Some changes in use of grammar were noted and further clarification related to the Agreement renewal was required. Every 5 years the Agreement should be reviewed for changes.

He noted that the Agreement is with NW Board of Directors, not Janet Simm, CEO. There were places where it referred to the President/CEO, but it should be clear that the Agreement is with NW. The Chair and CEO reviewed and changed President/CEO to NW. Our direct relationship is with Janet Simm, CEO, but the Agreement is with NW.

He was impressed with the evaluation process and found it to have great detail.

* The Chair reviewed the Agreement with the Board. Only slight revisions were noted.

***Motion made by Liz Finney to send the Agreement as is (with slight revisions as noted) to legal counsel for final review. Seconded by Joseph Green. Motion Carried.***

* The SV/NW Agreement and Board Reference Manual is approved in principle, pending legal approval.

A full motion will take place to approve the complete package (consisting of the Board Reference Manual and SV/NW Agreement) once the Agreement has been approved by legal counsel.

1. **Next Regular Meeting: May 18, 2022**
2. **In Camera**

***Motion to move in camera. Joseph Green and seconded by Brian Webb. Motion carried.***

***Motion to move out of camera. Elizabeth Finney. Motion Carried.***

**7. Adjournment**

 Motion to adjourn to 4:45 pm. Moved by Andrew Snyder.

 ***Recording Secretary,***

 ***Tammy Conrad***

 ***Business Office Assistant***