

**Shoreham Village
Board of Directors Meeting – Minutes
May 18, 2022**

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

Guests: Jamie Welsh and Andrea Wilkie (Baker Tilly)

1. Welcome and introductions

The meeting was called to order at 2:40 pm. The Chair welcomed Jamie Welsh and Andrea Wilkie of Baker Tilly, and Mr. Charles Teal to the meeting.

1.1 Mr. Charles Teal

- Mr. Charles Teal is a resident of SV and is exploring the possibility of joining the Board. Mr. Teal introduced himself and thanked the Board for inviting him to attend the meeting.

2. Approval of Agenda

Motion to approve agenda. Liz Finney and seconded by Andrew Snyder. Motion Carried.

3. Approval of Minutes – March 16, 2022 (Attachment), April 20, 2022 Special Meeting

Motion to approve minutes from the March 16, 2022 meeting. Patsy Brown and seconded by Joseph Green. Motion carried.

Approval of the April 20th minutes was deferred until the next meeting, as a few members did not have time to review.

4. Finance Report

4.1 Financial Statements to February 28, 2022 (Attachment)

- Cash – There have been development costs associated with planning for the new facility. Funding is secured through Housing NS and funds associated with planning will soon be withdrawn. This funding will be incorporated into a mortgage once renovations begin.
- Deferred revenue is related to Capital assets. Lump sum funding is received from SLTC and gets moved to deferred contribution once the funds start being used for projects. No investments will be made in the current building, besides projects that are currently underway. This will bring down the deferred revenue.
- There is a significant deficit for the month. March will be considerably better. Some factors contributing to the deficit are: Revenue is over budget due to COVID funding, expenses can be challenging, and contracted services expenses related to staffing issues.
- Predict a surplus of \$350,000 at year end.

4.2 Audit

- Baker Tilly will take a combined auditing approach.
- Some time will be spent on payroll. They will take a sample of 30 employees from the payroll system and review. There can only be one error found, any more errors than more samples will be pulled for investigation.
If there continues to be no errors found during future audits, then the number of samples will be reduced to 10. If there are any errors found within those 10 samples in the future, then it will go back to more detailed testing and 30 samples will be pulled.
- The audit will be compared against the SV/NW Agreement. This will involve an audited approach and will not be used as a tool to determine compliance with the agreement. The current agreement will be used, as the new agreement has not been finalized.
- 1-3% is the normal materiality rate. This year year's rate will be 2%.
- The audit is done using a risk based approach. Invoices are not pulled, but rather data is put into a system and results are generated.
- Journal entries will be tested for fraud.
- Expenses will be mapped out over a demographic area to see if they is any suspicious activity.
- Baker Tilly's audit fee is \$15,500-17,000. They confirmed their independence.
- Board members will be contacted by Baker Tilly to discuss any concerns they may have, before the audit begins. They will contact the Chair regarding this.
- The Chair will sign and date the Acknowledgement letter and send back to Baker Tilly. Andrea will reach out to the Chair regarding this.
- Revenue verification will be done by contacting SLTC to get funding figures.

- The Board noted that some of these audit processes have not been done in prior year's audits. It is a very comprehensive approach.

The audit meeting will be held on June 8th at 4 pm. Both Andrea and Jamie plan to attend virtually.

4.3 Budget

- SLTC budget is not out. Most likely will receive it in June. The proposed budget is based on last year's funding.
- COVID-19 related funding is now included in the budget. This has been incorporated as funding is being provided by STLC. This is not permanent funding and will be removed if SLTC decides to discontinue funding.
- It is a break even budget.
- DSLTC Capital Deferral is a year-over-year item and is offset by depreciation.
- LTCA Funding and IC Designate (Infection Control items) need a trail of funding for COVID expenses.
- Benefit increase is to include the increase of CPP premiums and medical and dental benefits.
- PCC – InterRAI is funding provided by SLTC to implement the InterRAI system. The system will be connect us directly to the provinces files. We would receive referrals through this system. Training will start in August. Go live with the system in the fall.
- SV/NW agreement cost \$219,000 per year, which is \$18,000 per month.
- Increased CCA Funding has been included. This is the government initiated increase in salaries.
- Continues to be food cost pressures. Prices are always on the rise. Annual 2% increase in dietary funding does not cover the increase in food costs.
- Stat increase – Heritage day was not funded by government. It is now accounted for in the budget.
- Administration – InterRAI was not part of last year's budget, but is included in this year's budget.

Joseph Green made a motion that we move approval of the budget as presented. Seconded by Patsy Brown. Motion Carried.

The appointment of auditors is done at the AGM. We have only appointed Baker Tilly for a one year term. It was discussed and determined that based on the results of the audit at the June 8th meeting, a decision will be made if we want to continue using Baker Tilly as our auditors.

If it is decided at the meeting to continue using Baker Tilly, then Reinhard will draw up something to be present to Baker Tilly acknowledging the term and conditions.

5. Business Arising

5.1 Formal Partnership Evaluation Update (Dalhousie University)

- We have not heard anything from the research team.
- The CEO has asked the NW research assistant to do some investigating to find out anything she can about this.
- Hope to have something to report in the future.

5.2 Board Reference Manual

- At the April meeting, the Board was comfortable with all changes made to the Board Reference Manual to date. It was decided that the full package would be approved, once the SV/NW agreement was finalized.

5.3 Agreement

- Legal counsel, Peter Nathanson, had provided a final review of the SV/NW agreement. Changes were brought forth at the April Board meeting and the Board were satisfied with the changes. No further changes suggested by legal counsel.
He did comment that we should be careful to always make sure that we are following the partnership agreement, and to ensure that SLTC approval is being obtained as required.
- The next step would be to have NW legal counsel review the agreement.

Motion to send the revised agreement to NW legal counsel for review. Moved by Liz Finney and seconded by Andrew Snyder. Motion Carried.

5.4 Indicators

- No prior motion was made approving finalization of the indicators. The CEO made minor changes to the wording of some of the indicators, as per the recommendation of the Board.
- The Board anonymously agreed that a motion was not necessary, and they were good with the CEO proceeding with the change of wording.
- The wording of this document can be changed at anytime.

5.5 Accreditation – Board Education Session/Self Assessment

- Barbara Hall, NW Board Chair, is also an active Accreditor with Accreditation Canada. She is available to provide an education session at the November meeting.
- In January, SV plans to go through the Accreditation self assessment process. This will provide lots of time to develop an action plan and get to know the areas of concerns, before the Accreditation visit in Fall of 2023.

6. New Business

Nil

7. Chairs Report

7.1 AGM

- Syd Dumaresq plans to attend the AGM to present the revised facility design. If he is not available, then Josie Ryan will do the presentation. Josie Ryan presented the design at both the Family Council and Staff Meeting.

7.2 Roseway Manor

- The Chair mentioned that it was in the news recently that Roseway Manor in Shelburne county has decided to sell their organization to a “for profit” company. In light of this news, the Chair was wondering if SV should address this by writing a letter to the community outlining details of our partnership with NW.
- The Board did not feel it was necessary to address this with the community, as it did not relate to SV and there was no benefit to raising this subject within the community.
It was felt that we should start working on some Q & A, so we are prepared in the event this issue does be of concern in this community, once the SV/NW agreement has been finalized.
- The CEO and Chair will work on this and send to the Board for input. Liz Finney may be asked to provide some input.

8. CEO Report/Risk Report (Attachment)

8.1 SLTC Licensing

- There will be two onsite visits from SLTC for our Annual Licensing – one scheduled and one unscheduled.
- The scheduled visit has already occurred. This was a very detailed inspection; probably the most detailed inspection that has been done at SV.
- The visit went very well and there were minor requirements. Some of the requirements were:
 - More frequent staff meetings – Staff meetings were occurring less frequently during covid. A virtual staff meeting was held on May 10th, which went very well.
 - Fire Drills – Documentation was lacking. This has been addressed.
 - Chemicals/Eye Wash Stations – Some expired chemicals were discovered. A process has been put in place to check chemicals as per a schedule.
 - Family Council Meeting – A virtual Family Council meeting was held on May 10. There were some glitches in the technology, but otherwise the meeting went very well.
 - There were some concerns with the Ventilation. This will be addressed with the facility renovations.

- Over the counter medications are not included with the Admission package for new admissions. This has been added to the Admission package.
- Food labeling – A process has been put in place to ensure food is labeled and expired food is disposed.
- Storing of resident’s personal belongings – Bed side tables, night stands, and stands are provided in resident rooms for personal belonging.
- Board Continuity Plan – Had not been updated since 2020. It has since been updated and distributed.
- Values – Should be displayed prominently in the main entrance. Working on getting signage printed.

8.2 Shared Garden Project

- We have received some quotes and are ready to start the project.
- The CEO tried contacting the Apartments to inform them that the project will soon be starting. She has not received a response.
- A draft MOU was emailed, but no response was received.

8.3 Building Renovation – new building design

- Approval has been received for the design of the resident areas.
- The main core of the building was originally going to be a renovation. However, the SLTC has since decided to relocate the main core, which will consist of a complete rebuild. The revised design has been submitted to SLTC and we are waiting for their approval. Once the design is approved, then costing will need to be provided to SLTC and then final approval will be given. Financing is already secured.
The design was submitted a week ago. Was told it would take 3 weeks to receive a response.
- Hope to have the remainder of the design approved before the AGM.

8.4 Long Service Award Ceremony

- Long Service Award Ceremony is being held on at 6:30 pm on Thursday, October 20th at the Chester Basin Legion.
- We are able to cancel up until 1 week before the event.

8.5 Risk Report – COVID-19

- No resident cases.
- A few staff with symptoms.
- We are pleased with how well everyone has been doing. Staff continue to get tested.
- Scorecard for the 4th quarter will be presented at the AGM. All four quarters will be reviewed.
- Community report will be presented at AGM.

9. Meeting Evaluation

- Overall feedback was that the meeting went well. There were some glitches with the technology. Not sure if it was coming from some of the Board members devices, or if it was on the SV end.
- It was noted that the SV/NW agreement was not on the portal, and for some reason the Budget seemed to disappear from the portal. The CEO will send out these documents to the Board.
- Andrew was speaking with current members to see if they plan to stay for another term.

- Joe reached out to 4 candidates and one has decided that she would like to join the Board - Dr. Alison Kelland. She will be invited to the AGM.
Another candidate will make up their mind by the end of next week. They are out of the country a lot, so they will need to give it some thought.

Joe has 2 candidates that he is waiting for a response from. If they say no, then he will reach out to councillors for name suggestions.

10. Next Regular Meeting:

- **June 8, 2022, 4:00 Meeting with Auditors**
- **June 15, 2022, 4:00 AGM**
- **June 15, 2022, 4:30 Regular Meeting**

11. In Camera

Nil

12. Adjournment

Meeting ended at 4:40 pm.

***Recording Secretary,
Tammy Conrad
Business Office Assistant***