

**Shoreham Village
Board of Directors Meeting – Minutes
March 20, 2024**

Present (via Teams) Joseph Green (*Chair*), Andrew Snyder, Brian Webb, Alison Kelland, Colleen Richardson, and Janet Simm

Guests: Tasha Ross, Emily Johnston-Smith, Andrea Wilkie (*Baker Tilly*), Courtney Grantham, (*Baker Tilly*)

Present (in person) Tammy Conrad (*Recording Secretary*)

Regrets: Elizabeth Finney (*Vice-Chair*), Charlie Teal, Jennifer Tucker, and Reinhard Jerabek

1. Welcome and Introductions

- The Chair welcomed everyone to the meeting and noted that Reinhard had sent his regrets. In Reinhard’s absence, the CEO will provide an overview of the financial report and any questions will be forwarded to Reinhard.

2. Approval of Agenda

Nominations update has been added to the agenda.

Motion to approve agenda as circulated with the above addition. Brian Webb moved and seconded by Andrew Snyder. Motion Carried.

3. Approval of Minutes – January 17, 2024 (attached)

Motion to approve the January 17, 2024 minutes as circulated. Colleen Richardson moved and seconded by Andrew Snyder. Motion Carried.

4. Board Education

4.1 Responsive Behaviours – Emily Johnston-Smith

Emily Johnston-Smith provided an overview of resident responsive behaviors.

- Staff are provided with mandatory education to assist them in handling residents with responsive behaviors. They are also provided with strategies to appropriately handle a resident experiencing a responsive behaviour.
- Shoreham is a “least restraint” facility. Families need to approve which types of restraints can be used for their loved ones. Permissions are signed annually.
- Agency staff that are sitting with a resident with responsive behaviors is provided with a binder that has information pertaining to the resident and any other information that they may require.

The Board thanked Emily for the comprehensive presentation, and for the valuable information.

4.2 Proposed new Scorecard Format – Tasha Ross (Attachment)

- Additional indicators have been added to the scorecard – ***HR and Management Contract Evaluation Indicators.***
- ***“Green”*** means that we are meeting our target, and ***“red”*** means that we are not meeting our target. Some indicators do not have targets or benchmarks.

Board Comments:

- Some individuals that are colour blind may have a difficult time distinguishing between the green and red colours. Tasha will take this into consideration.
- It would be helpful to have the targets/benchmarks on the dashboard.
- The new scorecard is easy to follow and provides valuable information.

Tasha had suggested that the Board consider increasing the completion time of scorecard Action Plan implementation item from 6 months to 12 months. There were also some language updates that Tasha had recommended.

The Chair suggested that this agenda item be discussed under 8.1 “Management Contract Evaluation”.

Tasha will implement the Board’s feedback as noted above.

The CEO will ensure that any further feedback from the Board is communicated with Tasha.

4.3 Board Planning Cycle- LTC Licensing Standards (May meeting)

- LTC licensing standards are scheduled for the May meeting.

5. Business Arising

5.1 Formal Partnership Evaluation with Nova Scotia Health

- Management contract indicators are now included in the scorecard, but there needs to be a way to obtain stakeholder feedback as per the Management Contract Evaluation Framework.
NSH is committed to proceeding with the evaluation, so having third-party feedback would be helpful.

5.2 Fundraising-Golf Tournament

The Chair reached out to the Chester Golf Course to book a date for the SV Golf Tournament. Thursday, September 19th, 2024, has been booked.

**5.3 Provincial Board Governance Training follow
-Whistle Blower Policy/Process**

- NW is looking to implement a similar process. They had reached out to NSH to get assistance with building a Whistle Blower process. There is a contracted service available through Telus. Telus are not able to offer us the same system, however the cost is \$10,000 to build a solution and a minimum \$2,500 maintenance fee.
- KPMG also suggested that we could use our legal Counsel.
- It was suggested that a simplified approach to the Whistle Blower policy be created and added to our website.
Anyone using this process would bring forth their concerns by sending a letter to SV addressed to:
“In Confidence to Board Chair”.
This is not as a formal approach as the NSH approach, but it would allow people to send concerns to the Board while being anonymous to management. It will be recommended that they include their name and contact details.
- There is always the possibility that someone can make a false claim. It will state on the policy that concerns need to be submitted **“In good Faith”.**
- The Board is comfortable with this approach. If we receive negative feedback, then the approach can be changed.

- A draft of the policy will be brought to the May meeting.

6. New Business

- **Nominations Update** – Brian will be resigning in June. He has a new role in the municipality and there may be a conflict of interest.
Andrew has been in touch with Danielle Barkhouse, MLA. A name has been brought forth of an individual that is new to the area. Andrew will reach out to them.
If the Board has any name to bring forth for nominations, please contact Andrew or the Chair.
- Andrew will wait until mid-April to see if any candidates are brought forth. If there are none, then we may need to extend our search by using Facebook.
One or two more members are needed on the Board.

7. Chairs Report

Nil

8. Monitoring Performance

8.1 Management contract evaluation

- new scorecard format
- Stakeholder feedback – Nova Scotia Health

- Management Contract indicators have now been added to the scorecard. Tasha had suggested a change in some language and to increase the length of the action plan response times.
The Board agreed with Tasha making the language changes and increasing the action response time from 6 months to 12 months. Some action items can be completed in a shorter time frame, so language will be added to reflect that action items can be completed sooner than 12 months.
- The CEO will relay this information to Tasha and a revised scorecard will be sent to the Board via email for feedback.

9. Finance Report

9.1 Financial Statements to February 29, 2024 (Attachment)

- A \$43,000 adjustment was made to the February Statements based on concerns regarding the new envelope funding from DSLTC. Some positions that fell under both “protected” and “unprotected” envelopes were put in the “protected” envelope. As a precautionary measure those positions have been moved to the “unprotected” envelope.
The CEO will speak to Reinhard to find out what triggered funding of those positions to be moved.
- \$51,000 surplus deficit. Deficit has increased to \$118,000 YTD.
- Any financial questions the Board may have can be sent to Reinhard.

9.2 Audit Planning/AGM (in Camera meeting with the Auditors)

Andrea Wilkie and Courtney Grantham, Baker Tilly presented the audit report.

- Jamie Baker has retired, and Courtney Grantham will be his replacement.
- This is the 3rd year of Baker Tilly performing our audit.
- 2.5% materiality of total expenses. Consistent with 2023
- 8% increase in auditing fees from prior year. Consistent increase with prior years. Next year the rate should return to normal market inflation. Since 2020 there has been significant increases in auditing costs.
This increase has been spread over the years for their clients.

- Year end field work will start on May 13th 2024. Will consist of remote auditing.
- Draft audited financial statements will go to management and a draft audited financial statement and auditing report package will be distributed to the Board of Directors.
- June 5th 2024, Baker Tilly will present results to the Board. In Camera session will take place after the presentation.
- Baker Tilly plans to add extra testing and procedures related to the new building activity.
- There are special reporting requirements from the DSLTC. The reporting is related to the “protected” and “unprotected” envelopes of funding from DSLTC. It will include the months in 2024 and the 6–8-month period of 2023.
Baker Tilly is required to check this as part of new auditing standards set forth by the DSLTC. The scope will be expanded to include areas related to conflict of interest or disclosure items.
- Baker Tilly reached out to the Director of the Province to discuss the new envelope funding. During the conference call he did mention that there has been a low level of compliance throughout the province. They will provide some leniency, but facilities will need to get into compliance.
He did mention that there are areas for judgements related to the envelope funding. Some items may fall under both envelopes of funding, so decisions must be reasonable and supportable.
- There were some identified positions that would fall under either envelope of funding. Reinhard had included those positions in the “protected” envelope of funding, but a decision was made to move those positions into the “unprotected” envelope. This was done as a precautionary measure.
- There will be an increase in auditing fees related to the special reporting. No fees have been determined yet, as it is unknown how long the reporting will take.
Baker Tilly will bring forth any potential increases to the Board for discussion.

9.3 New Building: Borrowing/Financing Resolution (Attachment)

- There will be upfront costs associated with the new building construction. The DSLTC will reimburse us through the monthly per diem once the building is completed and opened. Any interest incurred will be paid back to us.
- We are finished with Step 6 which was the biggest step to complete.
June 1st, 2027, is the estimated move in date.
- Estimates from tenders will have to go through the treasury board. If there are cost over runs, then they will want us to look at ways to decrease costs.

Motion to approve funding of \$500,000 to be used for new building construction. Andrew moved and seconded by Brian. Motion Carried.

10. Quality Improvement/CEO Report/Risk Report (Attachment)

10.1 CEO Report

- Recruitment has significantly improved. We are still in need of LPNs. This is a province wide issue.
- The staff house that is being rented in Gold River will be let go as of May 1st 2024. The landlord is giving the staff renting the house an option to continue with their lease.
- There is another 3-bedroom house available in Chester that we will be renting.
- We have been approved for 1 summer student grant in the Recreation Department.
- We have received the Department of Seniors and Long Term Care Service Agreement for the new buildings and have been using the NW legal team to review these documents as they have significant experience in this area.

10.2 Risk Report

Nil

10.3 Community Consultation Invitation Response

- Community Consultation is being held on March 21st 2024 at the Chester United Baptist Church at 6:30 pm.
- 31 have RSVP'd

11. Meeting Evaluation

- Would have been nice to spend more time reviewing the new scorecard format.
- Very informative
- Agenda was full
- Lots of exciting things happening

12. Next Meeting

12.1 May 15, 2024 – Regular Board Meeting – 4:00 pm

13. In Camera

Meeting moved into In-Camera at 5:45 pm.

14. Adjournment

Meeting ended at 5:45 pm

***Recording Secretary,
Tammy Conrad***