

# Algoma

## *Nurse Practitioner-Led Clinic*

### Board of Directors AGM Meeting Minutes

June 13, 2016

Time: 6:00 p.m.

Algoma NPLC Boardroom

#### Present:

Wendy Payne  
Eric McCooney

Giulian Diluzio  
Max Liedke

Karen Barban  
Debbie Graystone

#### Staff:

Sandra Dereski

Lisa Ash (Recording Secretary)

#### Regrets:

Christena Laitinen

Ali Pettenuzzo

#### **Call to Order**

Wendy called the meeting to order at 5:59pm – quorum of board members present.

#### **Declaration of Conflict of Interest**

None declared.

#### **Approval of Agenda**

Motion to approve the agenda with the following amendment – addition to approve the May 9, 2016 General Meeting minutes after the approval of the previous AGM minutes.

Motion Moved; Motion Seconded.

All in Favour – Carried

#### **Approval of Previous AGM Minutes**

Motion to approve the June 8, 2015 AGM meeting minutes as presented.

Motion Moved; Motion Seconded.

All in Favour – Carried

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### **Report of the Chair**

A written report was presented with the Chair highlighting some key points. It was strongly encouraged for all Directors to read through the full report, as it is quite detailed.

Motion to accept the Chair's report as presented.

Motion Moved; Motion Seconded.

All in Favour – Carried

### **Report of the Treasurer**

The Treasurer presented the March 31, 2016 Audited Financial Statements and Audit Report and answered queries from the board. The report was a 'clean audit report' meaning that the auditor found that the financial statements that were audited clearly represent the clinic and has no reason to think otherwise. It was noted that approx. \$194,000.00 will be returned to the MOHLTC as funding exceeded expenses. The audit report had one recommendation with respect to the credit card statement approval process and this will be discussed at the next general board meeting.

Motion to approve the March 31, 2016 audited financial statements and audit report as presented.

Motion Moved; Motion Seconded.

All in Favour – Carried

Motion to defer the appointment of an auditor for 2016-2017 fiscal year and commence the tendering process for a new 5-year audit services contract. Tenders will be received over the summer and referred to the Finance Committee.

Motion Moved; Motion Seconded.

All in Favour – Carried

### **Reports of Committees**

#### ***Nominating Committee***

The Nominating Committee recommended four individuals for nomination to the board and advised of a number of others that had been considered. Nominations from the floor were requested and none were made.

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Motion to accept the nomination of Mary-Ann Suraci.  
Motion Moved; Motion Seconded.  
All in Favour – Carried

Motion to accept the nomination of Brenda Warnock.  
Motion Moved; Motion Seconded.  
All in Favour – Carried

Motion to accept the nomination of Lyndsay Suurna.  
Motion Moved; Motion Seconded.  
All in Favour – Carried

Motion to accept the nomination of Cathy Nichols.  
Motion Moved; Motion Seconded.  
All in Favour – Carried

The following 9 board members were introduced as the Board of Directors for the 2016-2017 term;

Wendy Payne  
Max Liedke  
Eric McCooye  
Giulian Diluzio  
Christena Laitinen  
Mary-Ann Suraci  
Brenda Warnock  
Lyndsay Suurna  
Cathy Nichols

Appointment of vacant officer positions (Vice-Chair) will be considered in September 2016.

At this time, it was decided that the minutes from the May General meeting will not be added to the AGM agenda, as it is not official AGM business.

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### Board Resolutions

#### ***Ratification of the May 9, 2016 By-Law #1 Amendments***

Motion to ratify the amendments made to By-Law #1 at the May 9, 2016 General board meeting.

Moved By: D. Graystone; Seconded By: G. Diluzio

All in Favor – Carried (quorum confirmed)

#### ***Remaining Board Policies***

Several recommended amendments were suggested to the following board policies;

- Confidentiality
  - Purpose Statement – Removed 'as a whole' from the end
  - Policy, Second Paragraph – Wordsmithing
  - Procedure for Maintaining Minutes, #2 – added 'and maintained by Chair' to the end; added sentence 'These minutes will be distributed to the board for review and then destroyed'.
- Duties and Obligations
  - Pg. 2, Teamwork – changed 'President' to 'Chair'
  - Pg. 2, Time and Commitment – changed '1-3' to '3-5' hours
  - Pg. 3, Contribution to Governance – changed 'President' to 'Chair'
  - Pg. 3, Contribution to Governance – added last point 'Contribute relevant feedback to the Chair/designate to assist with Leadership team performance evaluation
- Board Attendance
  - Policy – added 'the Chair' in last sentence of first paragraph
- Recruitment and Selection
  - Last Paragraph – changed 'President of the Board' to 'Chair or Vice-Chair'
- Position Description – Board Officers
  - Position Description – changed 'President' to 'Chair'
  - Position Description, Chair, 9<sup>th</sup> Bullet – add 'and monitors Lead compensation and leaves'
  - Position Description, Chair, 11<sup>th</sup> Bullet – removed 'Oversees the affairs and operations of the Clinic' and added 'Is charged with providing annual

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leadership team performance evaluations by recruiting relevant input from all board members and providing goals and objections to ensure compliance with performance standards'

- Position Description, Vice-Chair – changed 'President' to 'Chair' in all occurrences
- Position Description, Secretary – removed 'gives notice of meetings as required in Article 3.09' and moved it to under 'Chair'.
- Statement of Roles and Responsibilities
  - Responsibility of the Board, 9<sup>th</sup> Bullet – added 'express clearly any'
  - Strategic Planning and Mission, Vision and Values – added 'annual' in front of review
  - Quality and Performance Measurement and Monitoring – Changed 'Management' to 'Leadership' in all occurrences
  - Annual Board Calendar – added second paragraph in full
- Unity of Control – this is a new policy; no old policy to revise.

Motion to approve the following policies – Confidentiality, Duties and Obligations, Board Attendance, Recruitment and Selection, Position Description, and Statement of Roles and Responsibilities – with the amendments noted above.

Motion Moved; Motion Seconded.

All in Favour – Carried

Motion to approve the new Organizational/Board Policy – Unity of Control – as presented.

Motion Moved; Motion Seconded.

All in Favour – Carried

### **Adjournment**

Motion to adjourn at 7:07pm

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Eric McCooeye, Board Secretary

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Date of Approval