



**Grand River Community Health Centre
Meeting of the 2023-24 Board of Directors
MINUTES**

<p>Tuesday, Sept. 5, 2023 immediately following AGM</p>
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GRCHC Board of Directors: Ray Bryan, Trudi Collins, Melissa Cummings, Sonia Hayer, Roger Ma, Ryan Martens, Wanda Mersereau, Jennifer Pelchat, France Vaillancourt, Andrew Worotniuk

Regrets:

Staff: Peter Szota, Carrie Innes Olah (recording secretary)

Chair: TBD

Guests:

Item	Time	Topic	Presenter	Action
1. Welcome & Call to Order				
1.1	5:58pm	MOTION: THAT Peter Szota assume the Chair for the initial portion of the meeting. (J. Pelchat/ F. Vaillancourt)	P. Szota	RECORD
1.2	5:58 pm	Call to Order – recognition of a quorum	P. Szota	RECORD
1.3	5:58 pm	Welcome and introductions	All	RECORD
2. Approval of the Agenda				
2.1	5:59 pm	Approval of the Agenda MOTION: TO approve the amended agenda of the September 5, 2023, Board of Directors' meeting. (F. Vaillancourt/ T. Collins) Additional item: 7.3 Risk Issue	P. Szota	RECORD
2.2	6:00 pm	Declaration of Conflict of Interest None	P. Szota	RECORD
3. Elections				
3.1	6:00 pm	Nominations for Election of Officers 1. Chair- 2. Vice-Chair 3. Treasurer The nomination of R. Ma for Chair was received prior to the meeting. The Chair called for additional nominations however, no other nominations were received. The nomination of S. Hayer for Vice-Chair was received prior to the meeting. The Chair called for additional nominations however no other nominations were received The nominations of R. Bryan and R. Martens for the position of Treasurer were received prior to the meeting. The Chair called for additional	P. Szota	RECORD

		<p>nominations however no other nominations were received. R. Bryan withdrew his name from the nomination.</p> <p>MOTION: TO elect R. Ma as Chair and President. (R. Bryan/ F. Vaillancourt)</p> <p>MOTION: TO elect S. Hayer as Vice-Chair. (F. Vaillancourt/ T. Collins)</p> <p>MOTION: TO elect R. Martens as Treasurer. (R. Bryan/ F. Vaillancourt)</p> <p>Thank you for your willingness to serve.</p> <p>MOTION: THAT the elected Chair immediately assume Chair of the Board meeting. (F. Vaillancourt/ J. Pelchat)</p>	P. Szota	RECORD
3.2	6:05 pm	<p>Confirmation of Board Committees The GRCHC Board has the following standing committees</p> <ul style="list-style-type: none"> • Programs & Quality Assurance • Executive & Resources • HR/Board Development <p><i>And advisory groups and ad-hoc committees:</i></p> <ul style="list-style-type: none"> • Nominating Committee <p>New board members are provided with more information about committee selection during their orientation. Staff will send out a confirmation of committee interest, committee members, dates and times.</p> <p>MOTION: THAT the Programs & Quality Assurance; HR & Board Development; and Executive & Resources committees be confirmed as standing committees of the GRCHC Board. and THAT the Nominating Committee be confirmed as an ad-hoc committee, formed by the HR & Board Development Committee, as needed. (J. Pelchat/ T. Collins)</p>	R. Ma	RECORD
4. Minutes of the Last Meeting				
4.1	6:06 pm	<p>Approval of Minutes – Approval of the minutes of the June 20, 2023 meeting of the 2022/23 Board was deferred until the October meeting.</p>	R. Ma	RECORD
5. Reports				
5.1	0 min.			
6. Business Arising from the Minutes				

6.1	0 min.			
7. New Business				
7.1	6:07pm	<p>Appointment of Auditor MOTION: That the members confirm Millards Chartered Professional Accountants as auditor for the year ending March 31, 2024.</p> <p>A photo of the audit costs for the previous years is attached to the master of the minutes.</p> <p>GRCHC did not issue a request for proposals for auditors as required in Board policy BD-FM-001 Annual Audit however the Executive Committee did discuss the retention of Millards. GRCHC is very satisfied with Millards as they are a local firm that provides good and cost effective service. As well, the Executive Committee would like to ensure there is stability in the audit services as the new Executive Director takes over. Millards knows and understand GRCHC's business and will be able to support the Executive Director. The Executive Committee asked Millards to provide a proposal for audit services for the next 5 years. The proposal submitted by Millards included very competitive fees.</p> <p>Discussion took place concerning the Board not following Board policy BD-FM-001Annual Audit that requires the Board to issue an RFP for external auditing services every five years.</p> <p>Question- Can the contract be terminated early if GRCHC is not satisfied with Millards services? It would appear that there is a way to end the contract early if there are issues with how the audit is completed and GRCHC is not satisfied with their services.</p> <p>Question- If the policy is not followed does this present a risk to the organization during accreditation? Not sure if this would be a risk, however GRCHC feels that not following the policy would be explainable to the accreditors.</p> <p>MOTION: THAT GRCHC issue a limited invitation only RFP requesting a proposal for external auditing services for the year ending March 31, 2024 as per Board policy BD-FM-001Annual Audit. (T. Collins/ No seconder, motion failed)</p> <p>MOTION: THAT staff negotiate a one-year contract extension of Millards Chartered Professional Accountants to act as auditor for the year ending March 31, 2024. (F. Vaillancourt/ R. Bryan) Carried</p> <p>T. Collins opposed the motion.</p> <p>GRCHC will proceed with a limited, invitation only RFP requesting a proposal for external auditing services for a five-year term beginning with the fiscal year commencing April 1, 2024 as per Board policy BD-FM-001Annual Audit</p>	R. Ma	RECORD

7.2	6:36 pm	<p>Confirmation of board schedule/meeting times</p> <p>The Board determined that it would continue with a hybrid model of in-person and virtual options for meetings to allow for a 5:00 pm meeting start time. The meeting day will continue to be the first Tuesday of the month beginning November 7, 2023. The October meeting will take place on second Tuesday, October 10, 2023.</p>	R. Ma	RECORD
7.3	6:39 pm	<p>Risk Issue</p> <p>A staff person recently had a house fire and the Fire Marshall is considering if the fire was started by a GRCHC laptop. If the laptop is found to be the origins of the fire there could be liability issue for GRCHC.</p> <p>A brief discussion took place regarding the recruitment of the new Executive director. A tentative start date of November 6, 2023 has been proposed.</p>	R. Ma	RECORD
8. Meeting Adjournment				
8.1	6:45 pm	<p>Meeting adjourned Next board meeting: Oct. 10 2023</p>	R. Ma	RECORD