

**YHF Board Meeting  
Tuesday, April 28, 2020  
ZOOM Conference**

**MINUTES**

**Present:** Allan Boudreau, Don Cook, Harold Cook - Chair, Irene d'Entremont, Marc d'Entremont, Vicky d'Entremont, Kenneth Deveau, Shaun Hatfield, Kathy Jarvis, Ann Jones, Melanie Kenney, Doris Landry, Dr. Shelagh Leahey, Neil LeBlanc, Anthony Muise, Alex Pink, Brian Saulnier, Linda Sutton, Peggy Green, Paulette Sweeney-Goodwin, Mary Surette, Heather Fleck

**Regrets:** Linda Deveau, Ronnie LeBlanc

**Absent:** Jeff Little, Mike Sanford, Dr. Kenny Yee

Item	Discussion	Action
1.0	<p><b>Call to Order</b> The meeting was called to order at 4:03 pm by Chair, Harold Cook. A moment of silence took place to remember the victims of the Nova Scotia mass shooting last weekend.</p>	
2.0	<p><b>Review of the Agenda</b> Agenda was reviewed and approved as circulated.</p>	<p>Motion by Kenneth Deveau and 2<sup>nd</sup> by Kathy Jarvis to accept the agenda of April 28, 2020. Motion carried.</p>
3.0	<p><b>Declarations of Conflict of Interest</b> No conflicts declared</p>	
4.0	<p><b>General Updates</b></p>	
	<p><b>4.1 Ongoing operations – activities of MD &amp; Staff</b> YHF Staff have been working from home since March 19. Staff are working at a 75% efficiency rate. Staff meet twice per week via Zoom and submit weekly reports to the MD and the Board Chair.</p>	
	<p><b>4.2 Meetings of Executive; additional mail contacts</b> See circulated Executive meeting minutes</p>	
	<p><b>4.3 Hospital needs – meetings with Site Director</b> Harold &amp; Paulette have been meeting with Peggy Green, YRH Site Lead regarding the changing needs of YRH. Current commitments will be honored in 2020. Covid19 specific needs were discussed and can be found in the Spring Appeal letter that was circulated. Peggy gave an update to the board about YRH and its readiness for and impact of Covid19, highlights:</p> <ul style="list-style-type: none"> <li>• Pandemic planning began in January. Covid Inpatient and ICU units were identified, cleared and ready to accept patients within 48 hours of being instructed to do so.</li> <li>• Covid19 assessment sites began in March. The primary assessment center has been moved from YRH to the Tourist Bureau in Yarmouth. A secondary assessment site is located in the main lobby just outside of the Emergency Department.</li> <li>• Over 400 people have been tested at the primary assessment center. Tests are happening within 1 day of requests and results are coming back within 24-36 hours.</li> <li>• YRH has 0 Covid admissions to date.</li> </ul> <p>Peggy extended thanks to YHF for the ongoing support.</p>	

	<p><b>4.4 Meetings of Committees</b> The Finance, HR and Future Development committees have been meeting, see minutes in 5.0 Consent Agenda. Nominating Committee will be meeting shortly and Investment Committee is in process of establishing the next meeting date.</p>	
	<p><b>4.5 Contact with Board Members</b></p>	
	<p><b>4.5.1 Emails of Feb 23 &amp; April 14 2020</b> Discussion was held in regards to how the Board felt they were being kept apprised of the status of YHF operations etc. A question was raised if it would be possible to have more Covid19 updates and how YHF may assist with Covid19 requirements.</p>	
	<p><b>4.6 Contact with sponsors &amp; other donors</b> All sponsors of the Gala and JS Golf have been contacted to notify them of the cancellation of these events this year and to ask for their continued support.</p>	
	<p><b>4.6.1 Letter – Spring Update</b> A copy of the letter has been emailed to all board members. Mary reported that the Spring Appeal will be mailed to between 2700 – 2800 of YHF active donors in the Tri-Counties. Anticipated mail date is Friday May 1.</p>	
	<p><b>4.7 50<sup>th</sup> Anniversary of YHF</b> 2020 marks the 50<sup>th</sup> Anniversary of YHF. Paulette, Mary &amp; Linda Sutton will begin the promotional planning and an adhoc subcommittee may be struck to assist.</p>	
<p><b>5.0</b></p>	<p><b>Consent Agenda</b> The Consent Agenda items were circulated via email prior to the board meeting for review. Brian raised a question about the status of YHF Investments as reported in the April 2 Executive Minutes. The Investment Committee has not yet met in 2020. Anthony calculated that from Dec 31 2019 to March 21 2020 YHF realized an estimated drop of approximately \$800,000 in the value of its investments.</p> <p>With no other items identified for discussion, Harold asked for a motion and second to approve the Consent Agenda of April 28, 2020 consisting of the following:</p> <ul style="list-style-type: none"> <li>5.1 Board - minutes of meeting of January 28, 2020</li> <li>5.2 Executive – minutes of January 16, February 19, March 19, April 2, April 9, April 16</li> <li>5.3 Finance and Audit - minutes of January 14, March 17</li> <li>5.4 Board Governance – minutes of January 6</li> <li>5.5 Future Development - minutes of January 15, February 19</li> <li>5.6 Radiothon – minutes of January 15, 22, and 29 and February 5</li> <li>5.7 PR/Marketing – October 29, 2019</li> <li>5.8 Managing Director’s Report</li> <li>5.9 Community Navigator Oversight Committee</li> <li>5.10 Access to Cancer Services</li> </ul>	<p>Motion by Marc d’Entremont and 2<sup>nd</sup> by Ann Jones to accept the Consent Agenda, which includes approval of any decision items contained within the consent agenda, of April 28, 2020. Vote was unanimous. Motion carried.</p>
<p><b>6.0</b></p>	<p><b>Approval of Governance Documents/Standards</b> The Governance Consent Agenda items were circulated via email prior to the board meeting for review. A14: Concerns and a requirement for clarification was raised in regards to how a complaint against the MD is handled.</p>	

	<p>A20: It was discussed that a tour of YHF on the date of board orientation would be beneficial.</p> <p>With no other items identified for discussion, Harold asked for a motion and second to approve the following Governance Documents/Standards:</p> <p>6.1 A3 Recruitment/Orientation of MD</p> <p>6.2 A4 Managing Director Position - corrections</p> <p>6.3 A5 Standard Requiring Board Motion – Compensation of expenses of MD</p> <p>6.4 A9 Legal Compliance</p> <p>6.5 A10 Communication - consultation with stakeholders</p> <p>6.6 A14 Complaint Policy</p> <p>6.7 A18 Standard of Declaration - Board Composition</p> <p>6.8 A20 Board orientation</p> <p>6.9 A21 Meeting minutes - recorded and retained</p> <p>6.10 A22 Succession Planning for the Board</p> <p>6.11 B15 Property Policy - new</p> <p>6.12 C10 Payment of Fundraisers – corrections</p>	<p>Motion by Brian Saulnier and 2<sup>nd</sup> by Allan Boudreau to approve A3, A4, A5, A9, A10, A14 with revisions, A18, A20, A21, A22, B15, C10.</p> <p>Motion carried.</p>
<b>7.0</b>	<b>Specific Committee Reports &amp; Motions</b>	
	<b>7.1 Finance</b>	
	<p><b>7.1.1 Audited statements for 2019</b></p> <p>Anthony reviewed the circulated draft 2019 Audited Financial Statements.</p> <p>Highlights:</p> <ul style="list-style-type: none"> <li>• No surprises, drafts match quarterly financials circulated by the board.</li> <li>• Auditors to present final draft at the AGM in June.</li> <li>• Page 4: <ul style="list-style-type: none"> <li>○ Investments grew \$1.2 million over 2019.</li> <li>○ Current Liabilities are greater than the Current Assets.</li> <li>○ The bulk of the liabilities are attributed to outstanding invoices from Nova Scotia Health Authority and deferred contributions.</li> </ul> </li> <li>• Page 5: <ul style="list-style-type: none"> <li>○ Request to better define “Recruitment” under Expenses. All Physician Recruitment initiatives, including Community Navigator support, is captured here and needs to be made clear that this is not a staff or board recruitment expense item.</li> <li>○ Most of the Excess Revenue over Expenses is the \$1,224,346 in unrealized gain on investments.</li> </ul> </li> <li>• Page 6: <ul style="list-style-type: none"> <li>○ This is a breakdown of funds.</li> <li>○ New this year is a break out of internally restricted portion of the Endowment fund.</li> </ul> </li> <li>• Page 8: <ul style="list-style-type: none"> <li>○ Note 2(d) Endowments is a new note this year and explains the investment income related to endowment contributions.</li> </ul> </li> </ul>	<p>Motion by Irene d’Entremont and 2<sup>nd</sup> by Neil LeBlanc to approve the draft 2019 Audited Financial Statements as presented. Motion carried.</p>
	<p><b>7.1.2 Auditors letter</b></p> <p>The auditor’s Management Letter was circulated for review in advance of the meeting.</p> <ul style="list-style-type: none"> <li>• Observation one will be addressed in the updated YHF Confidentiality Agreement</li> <li>• Observation three will be addressed in the privacy of records while working from home. Note: this situation was caught and rectified quickly.</li> </ul>	

<p><b>7.1.3 Revised 2020 Budget</b></p> <p>Due to the coronavirus pandemic and the cancellation of the 2020 Gala &amp; JS Golf events, the 2020 Draft Budget needed to be revised. Anthony reviewed the changes (highlighted in yellow) from the draft presented to the board in January.</p> <ul style="list-style-type: none"> <li>• Revenues <ul style="list-style-type: none"> <li>○ Radiothon has already occurred, the budget has been updated to \$120,000 to more accurately reflect what was raised. Spring Appeal brought back with budgeted revenue of \$65,000</li> <li>○ Total Revenue reduced from \$1,094,500 to \$986,125</li> </ul> </li> <li>• Expenses <ul style="list-style-type: none"> <li>○ Total Operational Expenses reduced from \$523,014 to \$430,564</li> <li>○ No change to Hospital Equipment Purchases &amp; Contributions</li> <li>○ Total Expenditures reduced from \$1,093,514 to \$1,021,064</li> </ul> </li> <li>• A slight deficit is predicted in this budget. The Finance Committee is recommending to bring forward additional funds from the Future Fund to cover the budget deficit. This additional draw will exceed the annual draw limit from the Future Fund as per the YHF Spend Policy, so a board motion is required.</li> </ul> <p>Discussion followed. A question was asked about the increase in Technical Support/Maintenance &amp; Training and the mention of additional software in the Executive minutes. The Executive approved the upgrade to Raisers Edge NXT and a two year training package.</p>	<p>Motion by Anthony Muise and 2<sup>nd</sup> by Neil LeBlanc to approve an additional \$12,000 for a total of \$206,000 from the Future Fund in 2020. Motion carried.</p> <p>Motion made by Allan Boudreau and 2<sup>nd</sup> by Irene d'Entremont to approve the revised 2020 Draft Budget as presented. Motion carried.</p>
<p><b>7.1.4 Revised Business Plan</b></p> <p>Paulette reviewed the changes (highlighted in yellow) to the revised 2020 Business Plan from the first draft presented to the board in January.</p>	<p>Motion made by Dr. Shelagh Leahey and 2<sup>nd</sup> by Brian Saulnier to approve the revised 2020 Business Plan as presented. Motion carried.</p>
<p><b>7.1.5 Policy Statements</b></p> <p>The Finance Committee requested the development of three policy statements - costs related to donations; difference between approved &amp; actual equipment costs; and donation time limits.</p> <p>Discussion followed.</p>	<p>Motion made by Neil LeBlanc and 2<sup>nd</sup> by Anthony Muise to approve the Costs related to donations, Difference between approved &amp; actual equipment costs, and Donation time limits policy statements as circulated.</p> <p>Motion carried.</p>
<p><b>7.2 Human Resources</b></p> <p>In camera 5:25pm</p> <p>The staff and guest Peggy Green were excused prior to the start of the in camera session. By consensus, the board agreed to defer discussion of the Strategic plan going forward to another board meeting. HR committee reviewed the Staff compensation report. They recommended a 3% rise for all 3 staff. The basis for this amount was detailed in response to questions.</p>	<p>Motion made by Marc d'Entremont and 2<sup>nd</sup> by Alex Pink to approve a 3% rise for all 3 staff as recommended by HR Committee. Motion carried unanimously.</p>
<p><b>7.3 Radiothon results</b></p> <p>Over \$124,000 was raised. 16 board members participated and contributed \$6500 towards the total raised.</p>	

	<b>7.4 Annual Report</b> Linda Sutton reported that the 2019 Annual Report is in progress. Helen Cook agreed to copy edit & proof read once again. Linda thanked Ann for her help this year. A new feature in the 2019 report will be the inclusion of Gifts in Memory and Bequests.	
<b>8.0</b>	<b>Strategic Plan</b> Deferred to next meeting	
<b>9.0</b>	<b>Other Items for Discussion</b>	
	<b>9.1 Scheduling of events for fall &amp; 2021</b> Deferred to next meeting	
	<b>9.2 AGM</b> Deferred to next meeting	
	<b>9.3 Nominations and New Officers/Chairs</b> Deferred to next meeting	
<b>10.0</b>	<b>Adjournment/Next Meeting</b> Meeting adjourned at 5:40pm. Next meeting will take place May 12, 2020 at 4pm via Zoom.	

Approved: May 12, 2020  
Date



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Harold Cook, Chair