



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

Tuesday, March 5, 2024 5:00 p.m. Board Meeting Boardroom or Zoom Video Conferencing
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GRCHC Board of Directors: R. Bryan, Trudi Collins, Melissa Cummings, Roger Ma, Ryan Martens, Andrew Worotniuk
 Regrets: Sonia Hayer, Wanda Mersereau
 Staff: Lynda Kohler, Carrie Innes Olah (recording secretary)
 Chair: Roger Ma
 Guests: P. Szota

Item	Time	Topic	Presenter	Action
1. Welcome & Call to Order				
1.1	5:07 pm	Call to Order – recognition of a quorum	R. Ma	RECORD
1.2	5:07 pm	Land Acknowledgment Statement	R. Ma	RECORD
2. Chair’s Remarks				
2.1	5:09 pm	Approval of the Agenda MOTION: To approve the agenda of the March 5, 2024 Board of Directors' meeting. (A. Worotniuk /R. Bryan)	R. Ma	RECORD
2.2	5:09 pm	Declaration of Conflict of Interest None declared. R. Bryan identified that he will be employed by the AIDS Network. It was noted that the AIDS Network rents space at GRCHC. R. Bryan identified that he will recuse himself from any items related to the AIDS Network.	R. Ma	RECORD
2.3	5:09 pm	Correspondence- None	R. Ma	RECORD
3. Minutes of the Last Meeting				
3.1	5:10 pm	Approval of Minutes – Feb 6, 2024 (attached) MOTION: To approve the minutes of the Feb. 6, 2024, 2023/24 Board of Directors' meeting. (M. Cummings/R. Bryan)	R. Ma	RECORD
4. Board Education				
4.1	5:12 pm	ONCA Review (attached) A PowerPoint presentation was provided and a review of proposed changes was provided.	L. Kohler	RECORD

		<p>3.2 (f) - Staff will go back to the lawyer and ask him to draft override language for this clause.</p> <p>4.4- Staff will confirm that a special meeting only requires 10% of the membership to attend and vote.</p> <p>4.12 (c)(iii)- if an anonymous vote is requested it was suggested that it should be completed electronically by everyone to maintain anonymity.</p> <p>5.2- The Articles of the Corporation will include a broad range for the number of Directors and the By-laws will contain a more specific number. Staff will confirm if the fixed number in the By-Laws includes vacancies.</p> <p>5.9- Staff will follow up with the lawyer to determine if there should be reasons listed for removal of directors.</p> <p>5.12- Staff will confirm that “place” is equal to “virtual”.</p> <p>5.21- It was suggested that language regarding the use of voting by email be included in this section.</p> <p>11.2- Staff will ask if clause 5.2 should be included in this article.</p> <p>Staff will take the questions back and will bring forward the responses. It is expected that the By-laws will be voted on, in their entirety, at the AGM. There will need to be two meetings, one to ratify the changes of the Articles and another to ratify the changes in the By-laws.</p> <p>The articles will be reviewed at the next meeting.</p> <p>P. Szota left the meeting at 6:15pm</p>		
5. Reports				
5.1	5 min	Alliance Board Liaison Update- deferred		
5.2	6:17 pm	<p>Executive Director's Report March 2024 MOTION: To approve the March 2024 Executive Director's Report. (R. Bryan/ M. Collins)</p> <p>A brief review of the report was provided.</p> <p>The Staff Engagement Survey results will be shared with the Board.</p>	L. Kohler	RECORD
6. Business Arising from the Minutes				
6.1	0 min			
7. New Business				
7.1	5 min	In Camera- Standing Item	R. Ma	
8. Meeting Adjournment				
8.1	6:36 pm	FYI Items- CCA Board Indicators	R. Ma	RECORD

8.2	6:38 pm	Meeting adjourned Next board meeting: Tuesday, April 2, 2024, at 5:00 pm	R. Ma	RECORD