



## Board of Directors

### Zoom Link:

<https://us02web.zoom.us/j/84904630763?pwd=UDZQM2FBS0RuWkZTzFhTXJIRWh2QT09>

Meeting ID: 849 0463 0763 Passcode: 892931

## AGENDA

Monday November 8, 2021, 5:00pm

Item	Description	MRP
1.0	Call to Order & Introductions	Lyne St. Pierre-Ellis
2.0	Declarations of Conflict of Interest	
3.0	Approval of Previous Minutes: June 14, 2021*	
4.0	Business Arising	
4.1	Research & Ethics Committee	Keith McAlpine
4.1.1	Q2 Report of Committee Chair	
4.2	Care Services Committee	Marjorie Payne
4.2.1	Q2 Report of Committee Chair	
4.3	Finance & Administration Committee	Gary Beattie
4.3.1	Q2 Report of Committee Chair	
4.3.2	Proposed 2021-2022 Budget*	
4.3.3	Unaudited Financial Statements April 1 – September 30, 2021*	
4.3.4	One-Time Funding to CIRA*	
4.4	Governance & Audit Committee	Lyne St. Pierre-Ellis / Gary Beattie
4.4.1	Q2 Report of Committee Chair	
4.4.2	Appointment of Auditors	
4.4.3	Bylaw Amendments (due to name change)*	
4.4.4	Board of Directors – New Appointments	
5.0	New Business	
5.1	The Wetlands Project*	Tony Weeks
5.2	Report from the President & CEO*	Tony Weeks
5.3	Executive Committee Update	Lyne St. Pierre-Ellis
5.4	Report from the YCF Board Chair*	Hector Losier
6.0	Date of Next Meeting: <b>February 7, 2021</b>	Lyne St. Pierre-Ellis

**Minutes of meeting of the Board of Directors for York Care Centre, 100 Sunset Drive, Fredericton NB,  
Virtual Meeting On June 14, 2021 at 5pm**

Virtual: Lyne St. Pierre-Ellis, Marjorie Belzile, Nancy DeCourville, Gary Beattie, Keith McAlpine, Wayne Snowdon, Martin Ferguson, Jim Wolstenholme, Janice Golden, Tony Weeks (non-voting), Hector Losier (non-voting)

Staff: Byard Smith

**1. Call to Order & Introductions**

The Chair, Ms. St. Pierre-Ellis called the meeting to order.

**2. Declarations of Conflict of Interest**

Ms. St. Pierre-Ellis asked members to review the agenda and self-identify if there was the potential for a conflict of interest.

**3. Approval of Minutes: March 29, 2021**

*It was moved by Mr. Snowdon and seconded by Ms. Golden that the Minutes of May 3 2021 be approved as presented by the Board. Motion carried*

**4. Business Arising – No business arising.**

**New Business**

**5.1 Draft Audited Financial Statements (YMI, YDI & CIRA) & Draft Unaudited Financial Statement for YCP**

Mr. Smith confirmed that PwC presented the draft audited statements to the Governance & Audit Committee on June 9, 2021 and all three companies were reported as clean audits. Mr. Smith presented the three audited and one unaudited Year End Financial positions for all companies highlighting:

- YMI – Cash balance: \$1,436,767 at March 31, 2021. Operating Funds: total revenue for the year including investment income \$23,805,794 and total expenses \$23,822,701 finishing the year with a deficit of -\$16,907.
- YDI – Cash balance at the end of the year: \$438,139. Operating Fund total revenue \$1,201,833 versus expenses \$1,123,973 closing with a surplus of \$77,860. The mortgages are all paid for except the supported housing building.
- CIRA – Cash balance as of March 31, 2021: \$868,493, primarily due to the HSP research grants were received in full and are in the bank to pay for projects in the forthcoming fiscal year, and into 2022/2023 when the projects will finish. Total revenue including investments \$925,859 versus expenses of \$935,70, finishing the year with a deficit of -\$129,062
- Summary: the four companies completed the 2020/21 year with a surplus of \$51,081 (0.2% of total actual revenue, around \$25.9m, total operations of York Care).
- YCP – Showing a cash balance at the end of the year \$392,892. Total income revenue was \$5,090 and total expenses \$5,090 finishing the year in a balance position. The only expenses being property taxes \$323.00 and the rest is paid out to YMI as a contribution to the operation, resulting in a \$0 surplus/deficit situation. This company is not audited because the fees would be as much as the revenue, therefore, an audit would not be economically viable.

*It was moved by Ms. Beattie and seconded by Mr. McAlpine that the Board of Directors accept the draft audited financial statements for YMI, YDI, CIRA & draft unaudited YCP Financial statement as presented. Motion carried*

**5.2 Auditing Process (YCP)**

- Mr. Smith explained the statements for YMI, YDI and CIRA are audited but the YCP Financial Statement is prepared internally because the volume of income is low and the auditing fees would cost a large portion of the income.

### 5.3 Appointment of Auditors

- Mr. Beattie clarified that the appointment of the auditors was discussed at the previous Governance and Audit Committee and that the committee recommend to the Board to proceed with the appointment PwC as there is already a contract in place and established.
- ***It was moved by Mr. Beattie and seconded by Mr. Snowdon that the Board of Directors maintain PwC as the Auditors YMI, YDI and CIRA*** ***Motion carried***  
[Mr. Smith left the meeting]

### 5.4 Board appointments (YCC, YDI, YCP & CIRA)

- Mr. Beattie noted the five members who are due for re-appointment. Four members have accepted but Ms. DeCourville will be stepping down from the Board of Directors at the end of the term. Mr. Beattie thanked Ms. DeCourville for her time on the Board and wished her well with her future endeavours.
- Mr. Beattie confirmed Ms. Golden is stepping down as Chair of the Finance and Administration Committee. Ms. St. Pierre-Ellis agreed to reach out to two contacts who have a finance background and will pass on resumes for discussion at the next G&A Committee meeting.
- Ms. St. Pierre-Ellis thanked Ms. DeCourville and Ms. Golden for their input and spending the last few years serving on the YCC Board of Directors.

***It was moved by Mr. Beattie and seconded by Marjorie Belzille that the Board of Directors approve the four re-appointments to the Board of Directors.*** ***Motion carried***

### Appointments to Officers

- Mr. Beattie confirmed that because Ms. Golden is stepping down, the Board of Director Treasurer is a vacant position and also the Chair of the Finance & Administration Committee. Mr. Beattie noted the treasurer vacancy will need to be determined asap and Mr. Snowdon, the Secretary, agreed to act as the interim Treasurer until the position is filled.

***It was moved by Mr. Beattie and seconded by Mr. Wolstenholme that Mr. Snowdon is the acting Treasurer and the remaining Executive members remain as presented.*** ***Motion carried***

### Appointment of Chairs of Committee

- Mr. Beattie reported that Mr. Wolstenholme is stepping down as the Committee Chair of the Research and Ethics Committee. Mr. Beattie thanked Mr. Wolstenholme for his service. Mr. Beattie confirmed the G&A Committee are putting forward a recommendation that Mr. McAlpine takes on the role of the Chair.

***It was moved by Mr. Beattie and seconded by Ms. DeCourville that the Board of Directors appointed Mr. McAlpine as the Chair of the Research and Ethics Committee and that the other Committee members remain as discussed.*** ***Motion carried***

### 5.5 Draft 2021/2022 Annual Report

- Mr. Weeks confirmed the Annual Report was vetted by the G&A Committee and endorsed accordingly. The report will not be published until the Audit documents have been signed by the Board before eventually being published on the website.
- Ms. Golden referenced page 97, commenting the page looks 'too busy'. Mr. Weeks confirmed he will edit and improve the layout of the page.

***It was moved by Mr. Beattie and seconded by Mr. McAlpine that the 2021/2022 Annual Report is accepted by the Board of Directors with the changes as presented.*** ***Motion carried***

## **5.6 Report from the President & CEO**

- Mr. Weeks presented the highlights noting 91% of staff have been vaccinated and 96% of residents are fully vaccinated. A total of 9 people in the organization are hard nos out of 300 employees. Mr. Snowdon asked whether the mandatory vaccination deadline of November will lead on to the 9 staff leaving and Mr. Weeks confirmed the organization will need to work with the Unions.
- Hours of care increase from 3.1 hrs of care per resident to 3.3 hrs of care by April 2022. Funding from SD is anticipated to be in the range of \$650,000 and expect to receive the first funding in October 2021. More Care staff recruitment is required.
- Mr. Weeks explained the recent interesting media story surrounding a local LTC home and the discharging of a resident. Mr Weeks said this story could make an interesting case study and thought there could be more dialogue at a future Research and Ethics Committee.

## **5.7 Name Change**

- To be discussed at the scheduled 'Special Name Change Meeting' which is requirement by the legislation.

## **5.8 LTC Development Opportunity**

- Mr. Weeks referred to the briefing note and confirmed that at the Board Executive meeting, members collectively agreed that it was not the right time or initiative for the organization.
- The Wetlands Project proposal continues and is awaiting confirmation of the SEED funding.
- Mr. Weeks explained the multi site operation plan for the Town of Oromocto. The funding will be mixture of provincial and federal funding.
- Mr. Weeks explained the plan to go back to consulting group and for further discussion.

## **5.9 LTC Network Pilot Project**

- Mr. Weeks noted that he met with the Executive Committee of the Board to discuss the LTC Network Pilot proposal. Mr. Weeks confirmed that he and Ms. St. Pierre-Ellis went on to meet with the Deputy Minister which was deemed a successful meeting. The objective is to get develop a single, provincial agency that can deliver services on behalf of government. Mr. Week's proposal includes a Region 3 pilot project for a 20mth period, to develop better standards.

***It was moved by Mr. Beattie and seconded by Mr. Snowdon that Board recommends the Network Pilot project proposal is sent to Social Development for consideration. Motion carried***

## **5.10 Approval of Draft Meeting Schedule**

***It was moved by Mr. Beattie and seconded by Mr. Wolstenholme that Board accepts the draft Meeting Schedule and recommends the chairs of committees review the schedule. Motion carried***

## **5.11 Approval of AGM**

***It was moved by Mr. Beattie and seconded by Ms. DeCourville that the Board of Directors approve the AGM agenda as presented. Motion carried***

***It was moved by Mr. Snowdon that the meeting be adjourned.***

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Lyne St. Pierre-Ellis, Chair

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Caroline Marygold, Recording Secretary

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Secretary



Attached is a proposed budget for York Care Centre Inc. for the fiscal year ended March 31, 2022. The first column is the 2020-21 budget approved by the Board in September 2020. The second column is the budget approved in March 2021. The third column is the budget proposed for approval in October 2021.

## YORK CARE CENTRE INC. PROPOSED BUDGET 2021-22

	2020-21 Budget Approved Sept 2020	2021-22 Budget Approved March 2021	2021-22 Budget Proposed Oct. 2021	Change From March 2021 Budget
Estimated Grant from Social Development	\$21,740,126	\$21,021,815	\$21,254,517	\$232,702
Estimated Revenue from other sources	1,078,886	1,037,077	1,068,031	30,954
<b>Total Estimated Revenue (Excluding Budget Amendments)</b>	<b>\$22,819,012</b>	<b>\$22,058,892</b>	<b>\$22,322,548</b>	<b>\$263,656</b>
<b>Operating Expenditures:</b>				
Care Services, Recreation & Pastoral Care	\$9,195,859	\$8,838,434	\$9,110,852	\$272,418
Operations, Dietary and Environmental Services	6,489,727	6,172,477	6,156,620	-15,857
Administration, Education and Employee Benefits	4,025,947	3,905,267	3,872,362	-32,905
Research	50,000	65,000	65,000	0
Capital Mortgage, Loan payments and Depreciation	3,057,479	3,077,714	3,117,714	40,000
<b>Total Ordinary Expenditures</b>	<b>22,819,012</b>	<b>22,058,892</b>	<b>22,322,548</b>	<b>263,656</b>
Ordinary Surplus (Deficit)	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>
Less Transfer to Replacement Reserve Fund	-3,300	-3,300	-3,300	\$0
<b>Net Increase (Decrease) in Operating Fund balance</b>	<b>-\$3,300</b>	<b>-\$3,300</b>	<b>-\$3,300</b>	<b>\$0</b>

Byard Smith, CPA, CMA, BBA  
Chief Financial Officer  
October 21, 2021

**Assumptions or other factors used in formulating the YCC 2021-22 budget:**

1. The \$180,000 Capital expenditures included in this budget reflects the five year plan prepared by the Senior Leadership Team.
2. This budget reflects the care hours that are incorporated in the schedules reflecting the skill mix ratios of 15% RN , 21.83% LPN and 63.17% RA. The announced increase in Care Hours from 3.1 to 3.2 hours per resident day on October 1, 2021 is based on the same % split
3. In April 2021, the Minister of Social Development announced that hours of care in nursing homes would increase from from 3.1 to 3.2 hours per resident day on October 1, 2021. The increased cost and associated revenue of \$172,334 from Social Development is included in this adjusted budget for 2021-22
4. There is no standard inflation rate applied to expenditure areas. A detailed analysis was done of year over year expenditure changes and a budget was arrived at which we think is attainable and reasonable.
5. We have now received the 2021-22 budget document from Social Development. The proposed budget reflects actual revenue and expenditure to be funded by SD for 2021-22.
6. The CUPE Collective Agreement was settled in 2020. The 2021-22 proposed budget includes th 1% raise April 2021 and 1% October 2021, for both the expenditure and the revenue from the Dept. of Social Development. The Non-bargaining pay increases of 0.5% in April 0.5% in October are also reflected in the expenditure and revenue from Social Development.
7. The RN contract expired Dec. 31, 2018, and no future wage increases are budgeted. SD should be funding the majority of contract increases once they become known.
8. The Dept. of Social Development has funded \$244,358 as Safe Restart Funding re COVID costs for Quarter 1, 2 and 3 of fiscal 2021-22. This revenue is showing as operating revenue from the Dept. of Social Development.
9. The Meals on Wheels organization has ended our relationship effective January 17, 2021. The 2021-22 budget reflects \$0 revenue and expenses re the MOW program.



York Care Centre Inc.  
Comparison of 2020-21 and 2021-22 Budgets

	Expenditure	Revenue
Approved Expenditure / Revenue Budget for 2020-21 (Sept, 2020)	\$22,819,012	\$21,740,126
Other revenue sources for 2020-21		\$1,078,886
		<u>\$22,819,012</u>

YCC Budget Changes since Budget approved by Board in June 2021:		
Increase revenue and expense budget re Memory Lane Project 2021-22	\$30,000	\$30,000
SD Budget Increased less than forecast in March 2021 by		-\$183,970
Lower NT Pension Expense based on SD funding	-\$91,891	
Add revenue budget re Safe Restart Program Q1, Q2 and Q3		\$244,338
Increase COVID related expenditure budget	\$56,346	
Increase salaries re Sept 30 STAT	\$40,000	
Increase in YCC to other Company Chargebacks		\$1,800
Lower revenue from Amortization of deferred contributions		-\$846
Increase depreciation budget to reflect estimated expense	\$40,000	
Reduce Repairs and Maint Budget	-\$23,329	
Lower Admin expenses to balance budget	-\$41,250	
SD Funding for 0.1 Care Hours increase Oct 1/21		\$172,334
YCC expenses for care hour increase Oct. 1/21	\$131,780	
Research One-time Grant to CIRA	\$122,000	

The following variances were presented in March 2021 YCC Budget:

Remove revenue and expense re CUPE retro in 2020-21	-\$1,793,404	-\$1,793,404
Increase in Dept. of Social Development Budget forecast in March 2021		\$1,075,095
Reduce Revenue and expenses re Meals on Wheels Program	-\$116,428	-\$116,428
Reduce Interest Income based on actual 2020-21		-\$8,880
Reduce Cafeteria Revenue based on actual		-\$20,220
Increase revenue from YDI Security		\$3,186
Increase cable TV revenue (Rate up \$0.50 per month); lower Cable Expense to actual	-\$2,683	\$1,020
Increase Resident phone and internet revenue		\$11,346
Reduction in revenue re Chargebacks to YDI, CIRA and YCF		-\$9,544
Increase in Care and Dietary rebates		\$13,500
Increase in other Care services Revenue re B Robertson		\$9,024
Decreased revenue for GET Inspired Committee (NBANH stopped funding)		-\$5,000
Decrease in Admin revenue		-\$8,539
Increase in Amortization of Deferred Revenue		\$78,724
Increase Depreciation Expense	\$78,724	
Entered new inputs for wage rates, CPP, EI, pension, health & dental, WHSOC Rate decreased from 6.04% to 6.03%	\$258,397	
NT Pension Expenses lower than in 2020-21	-\$118,745	
Mortgage / Loans / Depreciation Lower in 2021-22	-\$58,489	
Property Tax (same in 2021 as 2020)		
Increase in Salaries re CUPE and Non-Bargaining COLA plus pay adjustments	\$881,604	
Increase re probable Insurance premium increases	\$14,000	
Increase 1 sick day for RN, LPN and RA	\$31,388	
Increase Research grant increase from YMI to CIRA	\$15,000	
Add revenue and expenses budget re Experiential Learning program	\$10,000	\$10,000
Reallocation among supplies budgets plus additional expense budget	\$40,516	

2021-22 Total Budget	<u>\$22,322,548</u>	<u>\$22,322,548</u>	<u>\$0</u>
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Changes to Grant from Soc Dev't:

2020-21 CFO Actual Budget from Soc Dev't in June 2020	\$19,952,720
Index CPP, EI, WSNB and Pension expense	\$177,192
CUPE Contract and Non-Bargaining Funding for 2021-22	854,304
Indexing of non-wage items	23,171
Actual Insurance premium increase	13,692
Adjust Non-Transferable re Loans and Mortgages and Pensions	-177,234
Adjust for Safe Restart Revenue Q1, Q2 and Q3	244,338
Adjust for 0.1 Care Hour increase Oct 1/21	172,334

Total 2021-22 SD Adjustments	<u>1,307,797</u>
Estimated 2021-22 Soc Dev't Grant	<u>\$21,260,517</u>
Less Estimated Vacant Bed day reduction for 2021-22	<u>-6,000</u>
Estimated actual revenue from Social Development	<u>\$21,254,517</u>

Updated: October 21, 2021



York Care Centre  
Inc. Budget  
2021-2022

Operating Revenue	21,260,517.00
Less Vacant Bed Day Revenue reduction	(6,000.00)
Recoveries	1,068,031.38
<b>Total Revenues</b>	<b>22,322,548.38</b>

Care Salaries	8,334,219.12
Care Supplies	359,442.00
Recreation Salaries	240,177.25
Recreation Supplies	25,728.00
Pastoral Salaries	-
Pastoral Supplies & Contract for Services	29,286.00
<b>Total Care Services</b>	<b>8,988,852.37</b>

Research Salaries & Benefits	-
Research - Supplies & Expenses	187,000.00
<b>Total Research</b>	<b>187,000.00</b>

Operations - Salaries	228,120.71
Operations - Supplies	183,080.00
Dietary Salaries	1,212,790.22
Dietary Supplies	839,719.00
Environmental Services Salaries	1,637,504.11
Environmental Services Supplies	2,055,406.14
<b>Total Operations</b>	<b>6,156,620.18</b>

Administration Salaries	543,555.66
Administration Supplies	266,703.69
Education Salaries	-
Education Supplies	56,142.00
Employee Benefits	3,005,960.47
<b>Total Administration Services</b>	<b>3,872,361.82</b>

Supportive Housing Salaries	Moved to YDI
Supportive Housing Supplies	-
<b>Total Supportive Housing</b>	<b>-</b>

**Total Capital Operating** 3,117,714.00

**Total Expenses** 22,322,548.38

**Operating Surplus/(Deficit)** (0.00)

**Capital Budget Items** 180,000.00

**Net Surplus/(Deficit)** (180,000.00)

**SUMMARY TOTALS**

Salary	12,196,367.08	54.6%
Employer Benefits	3,005,960.47	13.5%
Subtotal - Salary & Benefits	15,202,327.55	68.1%
Supplies and Other Exp	4,002,506.83	17.9%
Dep'n and Mortgage	3,117,714.00	14.0%
<b>Total</b>	<b>22,322,548.38</b>	<b>100.0%</b>

Draft #5 re 2021-22 Budget      Change from Draft #5

Approved by Board March 22, 2021		
	21,027,815.00	232,702.00
	(6,000.00)	-
	1,037,077.02	30,954.36
	<b>22,058,892.02</b>	<b>263,656.36</b>

	8,213,801.23	120,417.89
	329,442.00	30,000.00
	240,177.25	(0.00)
	25,728.00	-
	-	-
	29,286.00	-
	<b>8,838,434.48</b>	<b>150,417.89</b>

	-	-
	65,000.00	122,000.00
	<b>65,000.00</b>	<b>122,000.00</b>

	228,120.71	0.00
	183,080.00	0.00
	1,209,213.81	3,576.41
	839,719.00	0.00
	1,633,608.34	3,895.77
	2,078,734.72	-23,328.58
	<b>6,172,476.58</b>	<b>-15,856.40</b>

	543,555.66	0.00
	249,207.69	17,496.00
	0.00	0.00
	56,142.00	0.00
	3,056,361.61	-50,401.14
	<b>3,905,266.96</b>	<b>(32,905.14)</b>

**Total Supportive Housing** 0.00      0.00

**Total Capital Operating** 3,077,714.00      40,000.00

**Total Expenses** 22,058,892.02      263,656.36

**Operating Surplus/(Deficit)** 0.00      -0.00

**Capital Budget Items** 180,000.00      -0.00

**Net Surplus/(Deficit)** (180,000.00)

**Summary of Changes Above:**

Salaries and Ben	77,488.94
Supplies	24,167.42
Rsearch Grant	122,000.00
Capital Operating	40,000.00
<b>Total</b>	<b>263,656.36</b>

York Care Centre Inc.  
Revenue  
2021-2022

Description	Code	Proposed Budget	
<b>DSD Funding (Original Budget)</b>		<b>20,843,845.00</b>	
<b>COVID Safe Restart Revenue Q1 and Q2</b>	5891-005	<b>244,338</b>	Q1, Q2 & Q3 Safe Restart Funding from SD @ \$81,446
<b>Add Oct 1 Care Hours Increase</b>	5000	<b>172,334.00</b>	G/L 5000 0.1 care hours increase Oct 1/21
<b>Expected Non Trans add'l Pension funding</b>			G/L 6955 Adjust this line after we receive SD actual budget
<b>Less Estimated vacant Bed Day reduction</b>		<b>(6,000.00)</b>	
<b>Recoveries:</b>			
Non - Recurring DOH Subsidy	5620	-	Revenue and Expenses re Budget Amendments not budgeted
CMHC Sect. 56.1 Subsidy	5950	-	CMHC Rev ended in April 2016
Amort of Deferred Contributions	7200	310,171	Based on estimated at Feb 2021 plus New Year
Investment Income	5730	9,120	\$760 per month on bank accounts
Recoveries - Education	5875	50,000	Contract March 1, 2015 to Feb 29, 2020 \$50,000 / year ,
Recoveries - Meals on Wheels	5801	-	Prog ends Jan/21
Recoveries - Cafeteria	5802	56,580	\$4,594 actual Apr to Dec/20 add Raise fees 5% April 1/21=\$4715
Recoveries - Food Service	5800	3,400	estimate based on first 9 months of 2016-17 projected
Recoveries - Support Ser - Security	5861	53,740	2080 hours EU plus benefits
Recoveries - Support Ser - Van Rentals	5861-200	1,500	Est \$125 per month
Recoveries - Support Ser - Cablevision	5862	48,000	\$4,000/mth includes \$0.50 per month fee increase April 1/21 to \$27.50)
Recoveries - Support Ser - Resident Phones	5864	33,960	Used Sept to Dec 2020 monthly actual
Recoveries - Support Ser - Internet	5865	6,618	Used Sept to Dec 2020 monthly actual
Recoveries - Operations	5863	-	
Recoveries - Operations to YDI	5863-001	29,059	Operations Recovery from other YCC Companies
Recoveries - Operations to SH	5863-002	7,128	Operations Recovery from other YCC Companies
Recoveries - Operations to CIRA	5863-004	1,350	Operations Recovery from other YCC Companies
Recoveries - Care Services	5870	39,732	Revenue from WHSCC re B Robertson based on April 2019 \$2,534 X 12 plus \$300 Misc+ Care recovery from other companies
Recoveries - Care Services	5870	30,000	Revenue from Donations to offset Birch Grove Memory lane Project
Recoveries - Care Services to CIRA	5870-004	33,116	Care related recovery from CIRA
Recoveries - CFHI Anti-Psychotic	5871	-	
Recoveries - Research project General	5872	23,092	Def Contrib from Jean Coutu \$23,092,
Recoveries - Age Well HUB	5833	-	Research revenue moved to Age-Well HUB or CIRA companies
Recoveries - Research project CC-ABHI Spark	5832	-	
Recoveries - Research SR Care SIF	5834	-	
Recoveries - Care Services rebate	5873	7,200	Rebate from Cardinal Health (based on actual \$7,182 received Apr 2020 to Mar 2021)
Recoveries - Activities	5880	-	
Recoveries - GET Inspired Committee	5806	10,000	\$0 from NBANH, EI Reduction \$9,500; Recovery Vending machines \$500
Recoveries - Food Service Rebates	5805	25,500	Complete Purchasing (\$12,750 Rec'd Feb2021 X 2 for next year with 3% rebate
Recoveries - General	5890	-	
Recoveries - Administration	5891	20,369	YCP interest \$4,069 for 2021-22 + \$1,000 Misc; YMI Recovery from YCF
Recoveries - Administration to YDI	5891-001	132,510	
Recoveries - Administration to SH	5891-002	19,790	
Recoveries - Administration to ADP	5891-003	3,100	
Recoveries - Administration to CIRA	5891-004	75,997	
Recoveries - ADMIN COVID19	5891-005	-	Included in SD Revenue above
Recoveries - Prior Period Recovery	5892	10,000	
Recoveries - Project Workers	5991	27,000	Summer Students 17,000 + Experiential Learning students \$10,000
<b>Total Recoveries</b>		<b>1,068,031.38</b>	
<b>Total Revenue Net of vacant Bed days</b>		<b>22,322,548.38</b>	

  

Summary of Revenue by Division:			
	SD Safe Restar	Total	
Administration	347,886	244,338	592,224
Care	133,140		133,140
Operations	276,835		276,835
Capital	310,171		310,171
	<b>1,068,031</b>	<b>244,338</b>	<b>1,312,369</b>

Notes re Revenue Changes:

Meals on wheels; index wage portion \$2.10 by 1% and food portion \$4.15 by 3%

**YORK CARE CENTRE INC.  
BALANCE SHEET  
2021-09-30**

	Current Month	Prior Month	Difference
<b><u>ASSETS</u></b>			
CURRENT			
CASH AND CASH EQUIVALENTS	1,146,712.13	965,252.47	181,459.66
CASH - RESTRICTED FUNDS	76,480.00	67,977.75	8,502.25
ACCOUNTS RECEIVABLE			
- RESIDENTS	33,868.63	44,354.90	(10,486.27)
- DEPT of SOCIAL DEVELOPMENT	41,270.00	134,067.00	(92,797.00)
- HST	36,145.75	25,002.96	11,142.79
- OTHER	70,380.58	52,871.69	17,508.89
INVENTORIES	104,186.18	104,186.18	0.00
PREPAID EXPENSES	446,373.49	527,120.27	(80,746.78)
LONG TERM RECEIVABLE	0.00	0.00	0.00
TOTAL CURRENT ASSETS	<u>1,955,416.76</u>	<u>1,920,833.22</u>	<u>34,583.54</u>
CASH RESTRICTED FOR FUTURE CAPITAL	0.00	0.00	0.00
LAND, BUILDING AND FURNITURE (Net)	20,842,805.98	21,040,192.74	(197,386.76)
TOTAL FIXED ASSETS	<u>20,842,805.98</u>	<u>21,040,192.74</u>	<u>(197,386.76)</u>
TOTAL ASSETS	<u><u>22,798,222.74</u></u>	<u><u>22,961,025.96</u></u>	<u><u>(162,803.22)</u></u>
<b><u>LIABILITIES</u></b>			
CURRENT			
PAYABLES & ACCRUALS	3,066,254.58	3,009,685.68	56,568.90
DEFERRED REVENUE	85,179.44	89,346.11	(4,166.67)
TOTAL CURRENT	<u>3,151,434.02</u>	<u>3,099,031.79</u>	<u>52,402.23</u>
LONG TERM			
LONG TERM DEBT	17,741,519.03	17,917,100.72	(175,581.69)
DEFERRED CONTRIBUTIONS	2,134,375.68	2,160,220.95	(25,845.27)
TOTAL LIABILITIES	<u>19,875,894.71</u>	<u>20,077,321.67</u>	<u>(201,426.96)</u>
<b><u>FUND BALANCES</u></b>			
FUNDS RESTRICTED	65,680.16	65,134.71	545.45
UNRESTRICTED	(484,618.78)	(484,343.78)	(275.00)
NET INCOME (LOSS) FOR PERIOD	189,832.63	203,881.57	(14,048.94)
TOTAL FUNDS	<u>(229,105.99)</u>	<u>(215,327.50)</u>	<u>(13,778.49)</u>
TOTAL LIABILITIES & FUNDS	<u><u>22,798,222.74</u></u>	<u><u>22,961,025.96</u></u>	<u><u>(162,803.22)</u></u>

**YORK CARE CENTRE INC.**  
**REVENUE AND EXPENSE SUMMARY - CURRENT MONTH**  
**MONTH ENDING 2021-09-30**

Description	Actual Current Month	Budget Current Month	Variance Budget vs. Actual	Variance Analysis Budget vs Actual
<b>REVENUE</b>				
Total Operating Revenue	\$1,736,987	\$1,736,487	\$500	
Non-Recurring Budget Amend	\$46,498	\$46,499	-\$1	
Administration	\$54,552	\$55,019	-\$467	
Care Services	\$11,150	\$10,416	\$734	
Operations	\$23,982	\$23,702	\$280	
Mortgage / Loan Payments	\$25,845	\$25,848	-\$2	
<b>TOTAL REVENUE</b>	<b><u>\$1,899,015</u></b>	<b><u>\$1,897,972</u></b>	<b><u>\$1,043</u></b>	
<b>OPERATING EXPENSES</b>				
Administration	\$344,886	\$368,196	\$23,310	Salaries underspent by \$1,343, EI, CPP and WHSCC underspent by \$3,025, underexpend in pension/group health expense of \$9,262, underspent on bank chgs & bad debts by \$292, underspent in advertizing by \$330, underspent on office equip and supplies by \$519, underspent in prof'l fees & travel by \$2,276, underspent on staff & volunteer recognition \$1,326; underspent on minor equipment by \$125, underspent on education by \$4,344, plus other minor variances.
Care Services	\$808,866	\$794,199	-\$14,667	Overexpend in salaries of \$4,624, overexpend in fall reduction, care supplies and meds \$3,028, overspent on incontinent supplies by \$3,753, underspent in minor equipment by \$174, overspent on recruitment by \$454, overspent on BG memory Lane Project by \$4,097, underspent in recreation supplies by \$582, underspent on pastoral supplies by \$161; plus other minor variances.
Operations	\$499,927	\$517,755	\$17,828	Salaries overspent by \$9,909, food & thickens underspent by \$10,949, dietary supplies overspent by \$2,229, laundry supplies & linen underspent by \$210, houskeeping supplies underspent by \$1,971, telephone & cable overspent by \$535, maintenance underspent by \$4,029, heating fuel and electricity underspent by \$8,078, vehicle expenses underspent by \$740, minor equipment underspent by \$1,196, consulting fees underspent by \$2,613, computer supplies and support underspent by \$1,156, underspent re website & commun \$397, GET Inspired comm overspent by \$460, overspent on recruitment \$266, plus other minor variances.
Mortgage / Loan Payments	\$259,385	\$260,876	\$1,491	Under spent due to timing of new year purchases
<b>TOTAL EXPENSES</b>	<b><u>\$1,913,064</u></b>	<b><u>\$1,941,026</u></b>	<b><u>\$27,962</u></b>	
<b>NET SURPLUS (DEFICIT)</b>	<b><u>-\$14,049</u></b>	<b><u>-\$43,054</u></b>	<b><u>\$29,005</u></b>	

**YORK CARE CENTRE INC.**  
**REVENUE AND EXPENSE - SUMMARY FOR YEAR TO DATE**  
**6MONTHS ENDING 2021-09-30**

Description	Actual Previous YTD	Actual Current YTD	Budget Current YTD	Variance Budget vs Actual	Year to Date Variance Analysis Budget vs Actual	Forecast to Year End 31-Mar-22	2021-22 Full Year Budget	Variance Budget vs Forecast Year End
<b>REVENUE AND RECOVERIES</b>								
Operating Revenue	\$11,359,315	\$10,419,924	\$10,418,923	\$1,002		\$21,010,179	\$21,010,179	\$0
Non-recurring Budget Amendments	\$254,535	\$251,944	\$251,944	\$0		251,944	\$251,944	\$0
Administration	\$200,609	\$347,381	\$343,551	\$3,830		510,778	\$510,778	\$0
Care Services	\$58,077	\$55,469	\$70,641	-\$15,172		133,140	\$133,140	\$0
Operations	\$187,179	\$135,773	\$134,621	\$1,152		276,835	\$276,835	\$0
Mortgage / Loan Payments	\$116,895	\$155,072	\$155,085	-\$14		310,171	\$310,171	\$0
<b>TOTAL REVENUE AND RECOVERIES</b>	<b><u>\$12,176,611</u></b>	<b><u>\$11,365,563</u></b>	<b><u>\$11,374,765</u></b>	<b><u>-\$9,202</u></b>		<b><u>\$22,493,047</u></b>	<b><u>\$22,493,047</u></b>	<b><u>\$0</u></b>
<b>OPERATING EXPENSES</b>								
Administration	2,247,177	2,014,750	2,087,355	72,605	Salaries overspent by \$11,696 , EI, CPP and WHSCC over budget by \$1,949, underexpend in pension/group health expense of \$33,295, underspent on clothing allow \$1,192, underspent on bank chgs & bad debts by \$1,392, overspent in advertizing by \$603, underspent on office equip and supplies by \$12,203, underspent in prof'l fees & travel by \$12,894, underspent on staff & volunteer recognition \$5,544; overspent on staff development \$430; underspent on minor equipment by \$401, underspent on education by \$19,933, plus other minor variances.	\$3,970,513	3,970,513	(0)
Care Services	5,122,909	4,629,140	4,649,669	20,529	Underexpend in salaries of \$35,875, overexpend in fall reduction, care supplies and meds \$8,052, overspent in incontinent supplies by \$5,395, underspent in minor equipment by \$155, underspent on BG memory lane \$1,306, overspent on recruitment \$1,326, overspent on care research \$2,117, underspent on pastoral supplies \$970, underspent in recreation supplies by \$121, plus other minor variances.	9,248,199	9,248,199	0
Operations	3,304,208	2,981,393	3,078,434	97,040	Salaries underspent by \$10,563, food & thickeners underspent by \$20,588, dietary supplies overspent by \$14,922, laundry supplies & linen overspent by \$2,640, houskeeping supplies underspent by \$22,873, telephone & cable overspent by \$9,764, maintenance underspent by \$13,208, heating fuel and electricity underspent by \$53,416, water & sewage overspent by \$5,800; snow removal underspent by \$1,499, vehicle expenses underspent by \$4,762, consulting services underspent by \$11,482, minor equipment overspent by \$2,690, computer supplies and support overspent by \$7,858, overspent on recruitment \$2,100, underspent re website & Commun \$1,986, GET Inspired comm underspent by \$2,120 plus other minor variances.	6,156,620	6,156,620	0
Mortgage / Loan Payments	1,528,330	1,550,447	1,552,457	2,010	Depreciation underspent due to timing of new year purchases	3,117,714	3,117,714	0
<b>TOTAL EXPENSES</b>	<b><u>\$12,202,625</u></b>	<b><u>\$11,175,730</u></b>	<b><u>\$11,367,914</u></b>	<b><u>\$192,184</u></b>	Budget has been received from Social Development. YTD budget reflects revised YCC budget.	<b><u>\$22,493,046</u></b>	<b><u>\$22,493,047</u></b>	<b><u>\$1</u></b>
<b>NET SURPLUS (DEFICIT)</b>	<b><u>-\$26,013</u></b>	<b><u>\$189,833</u></b>	<b><u>\$6,850</u></b>	<b><u>\$182,982</u></b>		<b><u>\$1</u></b>	<b><u>\$0</u></b>	<b><u>\$1</u></b>
Less: Transfer to replacement reserve		1,650	0	(1,650)		3,300	0	(3,300)
(Increase) or Decrease in Operating Fund Accumulated Deficit		<u>\$188,183</u>	<u>\$6,850</u>	<u>\$184,632</u>		<u>-\$3,299</u>	<u>\$0</u>	<u>\$3,301</u>

YDIDAT YORK DEVELOPMENT INC  
BALANCE SHEET - CONSOLIDATED  
2021-09-30

	Current Month	Prior Month	Difference
<b><u>ASSETS</u></b>			
<b>CURRENT ASSETS</b>			
CASH	165,445	173,144	-7,699
ACCOUNTS RECEIVABLE	29,100	24,881	4,219
HST RECEIVABLE	1,792	1,183	609
PREPAID EXPENSES	37,487	42,543	-5,055
TOTAL CURRENT ASSETS	233,824	241,750	-7,926
<b>RESTRICTED CASH AND DEPOSITS</b>			
REPLACEMENT RESERVE FUND	221,854	218,804	3,051
DEFERRED VACANCY SUBSIDY	42,276	42,251	25
TOTAL RESTRICTED CASH & DEPOSITS	264,130	261,054	3,076
<b>FIXED ASSETS</b>			
BUILDING & LAND 91 SUNSET DR	518,208	518,208	0
BUILDING & LAND 95 SUNSET DR	516,127	516,127	0
BUILDING & LAND 120 SUNSET DR	973,166	973,166	0
BUILDING & LAND 116 SUNSET DR PROJECT#2	1,333,457	1,333,457	0
BUILDING & LAND 116 SUNSET DR	2,062,837	2,062,837	0
BUILDING IMPROVEMENTS & EQUIPMENT	921,623	921,623	0
ACCUMULATED DEPRECIATION	-3,902,619	-3,887,321	-15,298
TOTAL FIXED ASSETS	2,422,798	2,438,097	-15,298
TOTAL ASSETS	2,920,752	2,940,901	-20,149
<b><u>LIABILITIES</u></b>			
<b>CURRENT LIABILITIES</b>			
ACCOUNTS PAYABLE & ACCRUED LIABILITIES	111,296	111,494	-198
DEFERRED REVENUE	211	8,642	-8,431
TOTAL CURRENT LIABILITIES	111,507	120,136	-8,629
<b>LONG TERM DEBT</b>			
MORTGAGE 116 SUNSET DRIVE	1,930,261	1,943,005	-12,744
TOTAL LONG TERM LIABILITIES	1,930,261	1,943,005	-12,744
<b>DEFERRED CONTRIBUTIONS</b>			
DEFERRED CONTRIBUTIONS RELATED TO CAPITAL ASSETS	8,002	8,168	-167
TOTAL DEFERRED	8,002	8,168	-167
<b>FUND BALANCES</b>			
REPLACEMENT RESERVE RESTRICTED	218,373	218,804	-431
VACANCY SUBSIDY RESERVE	42,276	42,251	25
EARNED SURPLUS	598,618	598,136	481
NET INCOME (LOSS) FOR PERIOD	11,716	10,401	1,315
TOTAL EQUITY	870,983	869,592	1,391
TOTAL LIABILITIES & FUND BALANCES	2,920,752	2,940,901	-20,149

YDIDAT YORK DEVELOPMENT INC  
INCOME STATEMENT - CONSOLIDATED  
6 MONTHS ENDING 2021-09-30

	CURRENT MONTH	BUDGET MONTH	VAR ACTUAL VS BUDGET	ACTUAL YTD	BUDGET YTD	VAR ACTUAL VS BUDGET
<b>REVENUE</b>						
RENTALS	61,079	59,673	1,406	349,232	344,702	4,530
TENANT SUBSIDY	-2,825	-3,204	379	-17,630	-19,224	1,594
RENT SUPPLEMENT - SH	8,448	8,448	0	57,954	57,954	0
ADULT DAY PROGRAM FEES	0	5,700	-5,700	0	10,800	-10,800
WASHER & DRYER REVENUE	933	875	58	5,402	5,250	152
OTHER REVENUE	0	0	0	783	0	783
INTEREST INCOME	116	136	-20	718	816	-98
REVENUE - SD CARE HOURS	6,918	11,038	-4,121	57,869	66,230	-8,360
REVENUE - OTHER CARE HOURS	281	117	164	1,695	700	995
REVENUE - TENNANT SERVICES	18,042	17,475	567	101,252	104,853	-3,601
AMORT OF DEFERRED CONTRIB	6,282	6,283	-0	37,695	37,695	-0
RECOVERY PROJECT WORKERS	211	1,200	-989	5,028	4,486	542
MISCELLANEOUS INCOME	0	1,700	-1,700	0	3,400	-3,400
<b>TOTAL REVENUE</b>	<b>99,485</b>	<b>109,441</b>	<b>-9,956</b>	<b>599,997</b>	<b>617,661</b>	<b>-17,664</b>
<b>OPERATING EXPENSES</b>						
<b>WAGES &amp; BENEFITS</b>						
SALARIES	24,076	34,700	-10,625	153,407	180,313	-26,906
BENEFITS	2,683	3,950	-1,266	16,290	21,774	-5,484
TRAVEL EXPENSE	82	83	-1	364	498	-134
	<b>26,841</b>	<b>38,733</b>	<b>-11,892</b>	<b>170,061</b>	<b>202,585</b>	<b>-32,524</b>
<b>TENANT / ADP CLIENT SUPPORT COSTS</b>						
FOOD COST	4,717	4,894	-177	26,881	27,026	-145
	<b>4,717</b>	<b>4,894</b>	<b>-177</b>	<b>26,881</b>	<b>27,026</b>	<b>-145</b>
<b>MAINTENANCE</b>						
ELECTRICITY	1,829	6,296	-4,467	33,752	37,773	-4,021
ELEVATOR SERVICE / INSPECTION	386	358	28	13,045	2,147	10,899
GARBAGE REMOVAL	661	627	33	3,958	3,764	194
PEST CONTOL	190	215	-25	1,167	1,290	-123
ALARMS AND MONITORING	143	378	-235	1,881	2,267	-386
TENANT SPECIAL OCCASIONS	0	125	-125	57	750	-693
CABLE TV	60	49	11	354	295	59
INSURANCE	2,500	2,632	-132	15,000	15,792	-792
PHONE	208	399	-191	1,457	2,395	-938
PROPERTY TAXES	5,843	5,460	383	35,059	32,763	2,296
REPAIRS & MAINTENANCE	9,909	4,053	5,856	28,872	24,315	4,557
BUILDING EXPENSES - ADP	367	787	-420	2,201	4,310	-2,108
REPLACEMENT RESERVE - R&M	3,481	167	3,315	10,569	10,187	383
SECURITY	4,478	4,479	-1	26,873	26,876	-3
GROUNDS MAINTENANCE	81	850	-769	462	5,102	-4,640
SUPPLIES EXPENSE	138	905	-766	1,342	4,258	-2,915
MINOR EQUIP & FURNISHING	1,689	571	1,119	7,232	3,175	4,057
WATER & SEWAGE	1,228	1,228	0	7,366	7,366	0
	<b>33,191</b>	<b>29,578</b>	<b>3,612</b>	<b>190,647</b>	<b>184,821</b>	<b>5,826</b>
<b>ADMINISTRATION</b>						
ADMINISTRATION CHARGES	12,838	13,198	-360	77,029	78,020	-990
BOARD EXPENSES	0	96	-96	0	578	-578
ADVERTISING	0	240	-240	0	813	-813
AUDIT EXPENSES	975	975	0	5,687	5,850	-163
BANK INTEREST & CHARGES	65	25	40	381	150	231
LOAN INTEREST EXPENSE	4,154	4,564	-410	24,925	27,383	-2,458
MEMBERSHIP FEES / DUES	55	311	-256	331	1,868	-1,537
MISCELLANEOUS EXPENSE	10	188	-177	461	875	-414
PRINTING & OFFICE SUPPLIES	26	569	-543	156	3,040	-2,884
	<b>18,123</b>	<b>20,166</b>	<b>-2,043</b>	<b>108,970</b>	<b>118,576</b>	<b>-9,606</b>
<b>CAPITAL</b>						
DEPRECIATION	15,298	15,278	20	91,723	91,669	55
	<b>15,298</b>	<b>15,278</b>	<b>20</b>	<b>91,723</b>	<b>91,669</b>	<b>55</b>
<b>TOTAL OPERATING EXPENSES</b>	<b>98,170</b>	<b>108,649</b>	<b>-10,479</b>	<b>588,281</b>	<b>624,676</b>	<b>-36,394</b>
<b>NET EARNINGS (LOSS) FOR PERIOD</b>	<b>1,315</b>	<b>792</b>	<b>523</b>	<b>11,716</b>	<b>-7,015</b>	<b>18,731</b>
<b>LESS: TRANSFER TO</b>						
REPLACEMENT RESERVE	1,531	/mth		18,373	/year	
REPLACEMENT RESERVE - SUPPORTIVE	862	/mth		10,342	/year	
VACANCY LOSS - SUPPORTIVE	265	/mth		3,186	/year	

**Centre for Innovation and Research**  
**BALANCE SHEET**  
**2021-09-30**

	Current Month	Prior Month	Difference
<b><u>ASSETS</u></b>			
<b>CURRENT</b>			
CASH AND CASH EQUIVALENTS	431,888.05	599,363.25	(167,475.20)
ACCOUNTS RECEIVABLE	663.16	365.08	298.08
ALLOWANCE FOR DOUBTFUL ACCOUNTS	0.00	0.00	0.00
HST RECEIVABLE	38,782.59	38,169.55	613.04
PREPAID EXPENSES	0.00	0.00	0.00
LONG TERM RECEIVABLE	0.00	0.00	0.00
<b>TOTAL CURRENT ASSETS</b>	<u>471,333.80</u>	<u>637,897.88</u>	<u>(166,564.08)</u>
<b>CAPITAL ASSETS</b>			
EQUIPMENT AND FURNITURE	16,186.37	16,186.37	0.00
ACCUMULATED DEPRECIATION	(6,269.42)	(5,999.65)	(269.77)
	<u>9,916.95</u>	<u>10,186.72</u>	<u>(269.77)</u>
<b>TOTAL ASSETS</b>	<u><u>481,250.75</u></u>	<u><u>648,084.60</u></u>	<u><u>(166,833.85)</u></u>
<b><u>LIABILITIES</u></b>			
<b>CURRENT</b>			
ACCOUNTS PAYABLE AND ACCRUED LIABILITIES	40,399.06	165,765.31	(125,366.25)
DUE TO YORK MANOR INC.	2,818.03	7.86	2,810.17
DUE TO YORK DEVELOPMENTS INC.	1,762.30	4,368.58	(2,606.28)
DEFERRED REVENUE	562,536.74	604,234.59	(41,697.85)
<b>TOTAL CURRENT</b>	<u>607,516.13</u>	<u>774,376.34</u>	<u>(166,860.21)</u>
<b><u>FUND BALANCES</u></b>			
<b>FUND BALANCES</b>			
FUNDS UNRESTRICTED	(129,061.64)	(129,061.64)	0.00
NET INCOME (LOSS) FOR THE PERIOD	3,107.95	3,081.59	26.36
<b>TOTAL FUNDS</b>	<u>(125,953.69)</u>	<u>(125,980.05)</u>	<u>26.36</u>
<b>TOTAL LIABILITIES &amp; FUNDS</b>	<u><u>481,562.44</u></u>	<u><u>648,396.29</u></u>	<u><u>(166,833.85)</u></u>

**Centre for Innovation and Research**  
**INCOME STATEMENT - CONSOLIDATED**  
**6 MONTHS ENDING 2021-09-30**

	CURRENT MONTH	BUDGET MONTH	ACTUAL VS BUDGET	ACTUAL YTD	BUDGET YTD	ACTUAL VS BUDGET
<b>REVENUE</b>						
GENERAL CONTRIBUTIONS	5,417	5,417	0	32,500	32,500	0
VR - REHAB PROJECT	9,143	11,072	(1,929)	55,386	66,429	(11,043)
PROMOTE PHYS ACTIVITY PROJECT	6,113	10,731	(4,618)	31,092	64,385	(33,292)
IMPROVE IMMUNIZATION PROJECT	8,903	14,238	(5,335)	162,591	85,428	77,163
PALLIATIVE CARE PROJECT	1,706	2,931	(1,224)	20,630	17,583	3,047
POLYPHARM APP PHASE 2 PROJECT	15,317	16,067	(750)	109,748	96,400	13,348
BUDGET UNALLOCATED TO PROJECTS	0	4,167	(4,167)	0	25,000	(25,000)
INTEREST INCOME	663	393	270	2,851	2,360	491
STUDENT FUNDING	516	0	516	3,918	4,447	(529)
<b>TOTAL UNRESTRICTED REVENUE</b>	<b>47,778</b>	<b>65,014</b>	<b>(17,237)</b>	<b>418,716</b>	<b>394,532</b>	<b>24,184</b>
<b>OPERATING EXPENSES</b>						
<b>WAGES &amp; BENEFITS</b>						
SALARIES AND BENEFITS	30,697	31,141	443	177,836	186,843	9,007
SALARIES & BEN CHARGED TO PROJECT	(30,697)	(31,141)	(443)	(177,836)	(186,843)	(9,007)
PROJECT WORKERS EXPENSES	528	0	(528)	3,946	4,447	501
	528	0	(528)	3,946	4,447	501
<b>ADMINISTRATION</b>						
ADMINISTRATION STAFF CHARGEBACKS	3,968	3,968	(0)	23,810	23,808	(2)
AUDIT EXPENSES	481	481	0	3,014	2,884	(129)
BANK INTEREST & CHARGES	0	0	0	0	0	0
DEPRECIATION EXPENSE	270	126	(143)	1,619	758	(861)
INSURANCE	0	0	0	0	0	0
LEGAL AND PROFESSIONAL FEES	160	0	(160)	160	0	(160)
OFFICE AND COMPUTER SUPPLIES	(262)	267	529	(1,219)	1,600	2,819
OFFICE SPACE COSTS	552	408	(144)	3,031	2,448	(583)
TELEPHONE	0	0	0	0	0	0
IT SUPPORT	82	42	(40)	231	250	19
TRAVEL AND ACCOMODATION	0	33	33	0	200	200
MEALS AND ENTERTAINMENT	0	29	29	0	175	175
CONFERENCES AND TRAINING	792	125	(667)	792	750	(42)
MINOR EQUIPMENT	0	83	83	0	500	500
MISCELLANEOUS	0	83	83	779	500	(279)
	6,041	5,645	(396)	32,215	33,873	1,657
<b>PROJECT RELATED EXPENDITURES</b>						
VR - REHAB PROJECT	9,143	11,072	1,929	55,386	66,429	11,043
PROMOTE PHYS ACTIVITY PROJECT	6,113	10,731	4,618	31,092	64,385	33,293
IMPROVE IMMUNIZATION PROJECT	8,903	14,238	5,335	162,591	85,428	(77,163)
PALLIATIVE CARE PROJECT	1,706	2,931	1,224	20,630	17,583	(3,047)
POLYPHARM APP PHASE 2 PROJECT	15,317	16,067	750	109,748	96,400	(13,348)
MISCELLANEOUS	0	0	0	0	0	0
	41,182	55,038	13,855	379,447	330,225	(49,222)
<b>TOTAL EXPENSES</b>	<b>47,751</b>	<b>60,683</b>	<b>12,932</b>	<b>415,608</b>	<b>368,545</b>	<b>(47,063)</b>
<b>NET EARNINGS (LOSS)</b>	<b>26</b>	<b>4,331</b>	<b>(4,305)</b>	<b>3,108</b>	<b>25,987</b>	<b>(22,879)</b>

YCPDAT YORK COUNTY PROPERTIES  
BALANCE SHEET  
2021-09-30

ASSETS

CURRENT ASSETS

CASH	\$401,932
ACCOUNTS RECEIVABLE	231
TOTAL CURRENT ASSETS	<u>\$402,163</u>

LONG-TERM ASSETS

MORTGAGE RECEIVABLE Supportive Housing	\$47,238
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PROPERTY AND EQUIPMENT

YORK FARM	\$7,601
TOTAL PROPERTY AND EQUIPMENT	<u>\$7,601</u>
TOTAL ASSETS	<u><u>\$457,002</u></u>

LIABILITIES

CURRENT LIABILITIES

TOTAL CURRENT LIABILITIES	<u>\$0</u>
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LONG TERM LIABILITIES

TOTAL LONG TERM LIABILITIES	<u>\$0</u>
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DEFERRED CONTRIBUTIONS

TOTAL DEFERRED	<u>\$0</u>
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FUND BALANCES

OPERATING SURPLUS	\$449,170
CAPITAL FUND	7,601
NET INCOME (LOSS) FOR PERIOD	231
TOTAL FUNDS	<u>\$457,002</u>
TOTAL LIABILITIES & FUND BALANCES	<u><u>\$457,002</u></u>

YCPDAT YORK COUNTY PROPERTIES  
INCOME STATEMENT  
6 MONTHS ENDING 2021-09-30

	CURRENT MONTH	BUDGET MONTH	VAR ACTUAL VS BUDGET	ACTUAL YTD	BUDGET YTD	VAR ACTUAL VS BUDGET
<b>REVENUE</b>						
MISCELLANEOUS SALES	\$146	\$146	(\$0)	\$877	\$877	(\$0)
INTEREST INCOME	231	225	6	1,395	1,350	45
<b>TOTAL REVENUE</b>	<b>\$377</b>	<b>\$371</b>	<b>\$6</b>	<b>\$2,272</b>	<b>\$2,227</b>	<b>\$45</b>
<b>OPERATING EXPENSES:</b>						
<b>SALARIES &amp; BENEFITS</b>						
	\$0	\$0	\$0	\$0	\$0	\$0
<b>BUILDING &amp; GROUNDS</b>						
PROPERTY TAXES	\$0	\$0	\$0	\$325	\$325	\$0
	\$0	\$0	\$0	\$325	\$325	\$0
<b>ADMINISTRATION</b>						
REIMBURSEMENT OF PARENT COMPANY	\$384	\$339	\$45	\$1,714	\$2,034	(\$321)
BANK INTEREST & CHARGES	-	5	(5)	-	30	(30)
MISCELLANEOUS	0	0	0	2	0	2
	\$384	\$344	\$40	\$1,716	\$2,064	(\$349)
<b>TOTAL OPERATING EXPENSES</b>	<b>\$384</b>	<b>\$344</b>	<b>\$40</b>	<b>\$2,041</b>	<b>\$2,389</b>	<b>(\$349)</b>
<b>OPERATING SURPLUS (DEFICIT)</b>	<b>(\$7)</b>	<b>\$27</b>	<b>(\$34)</b>	<b>\$231</b>	<b>(\$162)</b>	<b>\$393</b>
	\$0	\$0	\$0	\$0	\$0	\$0
<b>NET SURPLUS (DEFICIT)</b>	<b>(\$7)</b>	<b>\$27</b>	<b>(\$34)</b>	<b>\$231</b>	<b>(\$162)</b>	<b>\$393</b>



## **BRIEFING NOTE**

To: Finance and Administration Committee

From: Byard Smith, Chief Financial Officer

Date: October 18, 2021

RE: **One Time Funding to CIRA**

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### **Background**

In March 2018, the Centre for Innovation and Research in Aging (CIRA) was established, with seven research projects initiated and funded by the various partners. The company's launch was done without the typical start-up investment for non-project salaries, equipment, supplies, etc. As a result, in its first two years of operation, CIRA accumulated a deficit of \$119,200.

Effective 2020-21, to support YCC specific research initiatives, YCC started providing annual research grants to CIRA: \$50,000 in year one and \$65,000 in year 2. This additional revenue has helped to stabilize CIRA's operational costs, with a break even/small surplus projected for 2021-22.

There are currently five research projects that are expected to finish by October 2022.

The fact that many projects provided their funding in up-front payments, CIRA has been able to cover its expenses without incurring bank overdrafts. However, without an infusion of revenue to offset the accumulated deficit, the bank balance will reach \$0 before the agreed and funded work is complete.

### **Current Status**

As of September 30, 2021, CIRA's accumulated deficit is \$125,954.

York Care Centre is running a surplus in the 2021-22 fiscal year, primarily due to additional one-time funding provided under the Safe Restart Program by the Department of Social Development.

This funding is adequate to enable YCC to make an extra grant to CIRA to eliminate their accumulated deficit and still to allow YCC to finish 2021-22 in a balanced budget position.

Taking into consideration the forecast surplus that CIRA is running in 2021-22, it is estimated that approximately \$122,000 of additional revenue is required to put CIRA in a net \$0 deficit position by March 31, 2022.

### **Next Steps**

I am proposing that the Finance and Administration Committee recommend to the Board of Directors that York Care Centre make an additional one-time research grant to CIRA in the amount of \$122,000 in the 2021-22 fiscal year to eliminate the accumulated deficit on CIRA's books.

As a result of this additional one-time grant, it is anticipated that the annual funding grant currently provided by YCC will help to mitigate future deficits.

### **Submitted By**

Byard Smith, BBA, CPA, CMA  
Chief Financial Officer



## **BRIEFING NOTE**

To: Governance and Audit Committee  
From: Byard Smith, Chief Financial Officer  
Date: October 8, 2021

**RE: Appointment of new auditors**

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### **Background**

PricewaterhouseCoopers LLP have been the auditors for York Care Centre Inc and York Developments Inc. for the past seven years and also for CIRA since its inception in 2018. In September 2021, PwC advised us that they would no longer be able to carry out the annual audits for us due to operational issues including lack of qualified staff. The partner at PwC was able to locate another firm, Teed Saunders Doyle, that is willing to take on YCC, YDI and CIRA as their clients. PwC has agreed to share their working paper files with TSD to assist in the transfer of our account to the new auditors.

Teed Saunders Doyle has experience auditing several other NB nursing homes, including Loch Lomond Villa which is a large nursing home with seniors' apartments in Saint John. I contacted the Chief Financial Officer at LLV as a reference check and was advised that TSD has been performing their annual audits for over twenty years. LLV is very happy with the service provided by Teed Saunders Doyle.

I have had several conversations the partner at TSD who will be responsible for our account and they have agreed to perform our audits for the same fee as we had arranged with PwC. TSD has agreed to carry out an interim audit in November 2021 and also to perform the year-end audits of our three companies according to the timelines I have requested. The responsibility for our audits will be lead by the TSD Saint John office with staff assistance from their Fredericton office.

### **Current Status**

PwC is no longer our auditors as of September 22, 2021. Teed Saunders Doyle has agreed to carry out the 2021-22 fiscal year audits.

### **Next Steps**

I am proposing that the Governance and Audit Committee recommend to the Board of Directors that Teed Saunders Doyle be appointed as the auditors for YCC, YDI and CIRA for the 2021-22 fiscal year.

### **Submitted By**

Byard Smith, BBA, CPA, CMA  
Chief Financial Officer

**YORK  
DEVELOPMENTS  
INC.**

**GENERAL BYLAWS**

~~JANUARY 2017~~ OCTOBER 2021

## YORK DEVELOPMENTS INC.

### GENERAL BYLAWS

#### PREAMBLE:

**WHEREAS YORK DEVELOPMENTS INC.**, (the Corporation), was incorporated by Letters Patent dated December 30th, 1980, under the Companies Act, being Ch. C-13, of the Statutes of New Brunswick 1973, and amendments thereto, and Supplementary Letters Patent dated May 19th, 1982;

**AND WHEREAS** the Letters and Supplementary Letters Patent allow that the Members or Directors of York Developments Inc., shall be the same individuals as are Members or Directors of York County Properties Inc.;

**AND WHEREAS** the affairs of YORK DEVELOPMENTS INC., shall be managed by a Board of Directors, and where authorized by a Bylaw of the Corporation, the Executive Committee of the Directors may exercise such powers of the Board of Directors as are delegated to it by such Bylaw;

**AND WHEREAS** it is the purpose of YORK DEVELOPMENTS INC., to assist the inhabitants of the County, including the aged, by the establishment and operation of properly supervised rest and convalescent homes for the benefit of persons who are elderly, of low income or otherwise disadvantaged as may be determined by the Company from time to time and to make charges (if any) therefore, as the Corporation may determine.

**AND WHEREAS** the objectives as governed by its Board are to:

1. Supply and render services of a charitable and benevolent nature to the inhabitants of the County of York.
2. To construct or acquire and maintain dwelling accommodations or facilities of any kind, including houses and apartments, and to hold, operate and manage the same for the benefit of persons who are elderly, of low income, or otherwise disadvantaged, as may be determined by the Company from time to time and to make such charges (if any), therefore, as the Company may determine;
3. To construct, acquire, hold, operate and maintain nursing, convalescent or extended care homes or facilities;

4. To work for the betterment of the community in which any of the Company's activities are located;
5. To participate in governmental and community projects and activities.

**AND WHEREAS** the following terms, conditions and provisions shall be unalterable:

1. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretion to the Corporation shall be used in promoting its objects;
2. No part of the income of the Corporation may be payable to or otherwise available for the personal benefit of any member thereof;
3. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada.

**NOW THEREFORE**, be it enacted and it is hereby enacted, that the following Bylaws be adopted for regulating the affairs of York Developments Inc.

**1. CORPORATE SEAL**

The Corporate Seal of the Corporation shall be a design formed of two concentric circles between which shall be the name of the Corporation. Inside the concentric circles shall be the words and figures "Incorporated 1980" as shown on the margin thereof.

The Corporate Seal shall not be used without the sanction of the Chair, or in his/her absence, a Vice-Chair and Secretary of the Corporation; or the sanction of such Director or Officer of the Corporation as the Board of Directors may by resolution appoint for general or specific purposes.

**2. HEAD OFFICE**

The principal or head office of the Corporation shall be at the City of Fredericton, County of York, and Province of New Brunswick, and at the principal premises of the Corporation therein or such other place therein as the Directors of the Corporation may from time to time decide.

**3. INTERPRETATION**

- a) Member means the Members of the Corporation, which shall be the same Members as that of York Manor Inc.
- b) Board means the Board of Directors, which shall be the same Board of Directors as that of ~~York Manor~~ York Care Centre Inc.

- c) Corporation means the corporation constituted under a Letters Patent and Supplementary Letters Patent to incorporate York Developments Inc.
- d) Director means a member of the Board of Directors.

#### 4. ANNUAL MEMBERS MEETING OF THE CORPORATION

- a) Notice of the Annual Members Meeting and regular meetings of the Board shall be given in such manner as the Board shall determine.
- b) The Annual Members Meeting of the Corporation shall be held on or before the 30<sup>th</sup> day of June of each year.
  - (1) The same rules of conduct and conditions shall apply to the Annual Members Meeting of the Corporation as to all meetings of the Board. The Minutes of the Annual Members Meetings of the Corporation shall be recorded and have validity as Minutes of the Board. However, the Annual Members Meeting will conduct the following business:
    - (i) Approve minutes of the previous Annual Members Meeting.
    - (ii) Receive the report of the Board, including the Audited Financial Statements, and the report thereon of the Auditor.
    - (iii) Receive the report of the unfinished business from the previous Members Meeting of the Corporation.
    - (iv) Receive the report of the Chair.
    - (v) Receive the report of Committees.
    - (vi) Receive the report of the President and Chief Executive Officer.
    - (vii) New Business.
    - (viii) Appoint an Auditor to the Corporation, to hold office until the next Annual Members Meeting.

#### 5. MEMBERS

The Members of the Corporation from time to time shall be the Members of York ~~Manor~~ Care Centre Inc.

#### 6. BOARD OF DIRECTORS

- a) The affairs of the Corporation shall be managed by a Board of Directors, who shall be the same persons as are the Directors of York ~~Manor~~ Care Centre Inc., and the Executive Committee of the Directors of York ~~Manor~~ Care Centre Inc., shall be the Executive Committee of the Directors of the Corporation and may exercise such powers of the Board of Directors as are delegated to it by the Board.

- b) (1) The Directors shall serve as Directors and Officers without remuneration and no Director shall, directly or indirectly, receive any profit from his or her position as Director or Officer, provided that a Director may be paid reasonable expenses incurred by him or her, in the performance of his or her duties.

(2) Conflict of Interest

- (i) Members or Directors may contract with the Corporation in the same manner that they may validly contract with corporations in the Province of New Brunswick.
- (ii) If a Member or Director contracts with the Corporation, or is a Director or an Officer of, or has a material interest in a party that contracts or proposes to contract, then he or she must disclose in writing to the Corporation, and request to have entered in the Minutes of the Board the nature and extent of his or her interest.
- (iii) The declaration of interest shall be carried out prior to the entering of the contract.
- (iv) A Member or Director contracting with the Corporation shall not be present and shall not vote at any meeting on any resolution to approve the contract.
- (v) A Member of the Board of Directors shall not vote on any matter considered by the Board in which the Member has a financial or other interest, and the Member must declare such interest before the vote is taken.

**7. REGULAR MEETINGS OF THE BOARD**

- a) Meetings of the Board may be held either at York Developments Inc., or elsewhere as the Directors may from time to time determine, provided that at least quarterly meetings are held in each fiscal year.
- b) A meeting of the Board may be held without notice immediately following the Annual Members Meeting of the Corporation.
- c) Any other Notice of regular meetings may be served at least 24 hours in advance of the meeting.
- d) Non-Board Members may attend meetings of the Board, only upon:
  - (1) Invitation by the Chair.
  - (2) Invitation by a resolution of the Board.

**8. QUORUM OF BOARD AND COMMITTEES**

A quorum for meetings of the Board and Committees of the Board shall consist of not less than fifty percent (50%) of the Members of the Board or the Committee respectively.

**9. ATTENDANCE AT MEETINGS**

Regular attendance at board and committee meetings is essential for the effective functioning of the Board. Board members are expected to attend a minimum of 75% of all scheduled meetings. Should a member be unable to attend meetings, regrets must be given within twenty four hours prior to the meeting. Members who fail to meet the 75% attendance threshold without preauthorization from the Chair may be asked to vacate the board membership.

**10. CHAIR**

- a) The Chair of the Board.
- b) The Vice-Chair of the Board if the Chair is absent.
- c) An elected Chair if the Chair and Vice-Chair are absent.

**11. SPECIAL MEETINGS OF THE BOARD**

- a) The Chair or, in his or her absence, a Vice-Chair of the Board may call special meetings.
- b) If three Directors request in writing, which writing shall contain details on the topic to be considered, the Secretary of the Board shall call a meeting of the Board.
- c) Notification of any such meeting shall be given by telephone or in writing to each Director at least 24 hours in advance of the meeting, and such notification shall specify the topic to be considered.
- d) Such meeting shall be held no later than one week from the date when the Secretary has been requested to call the meeting. If the Secretary does not call the meeting, any Director may call such meeting by one-quarter of the Directors acting jointly.

**12. VOTING**

- a) At any meeting, each Member or Director shall have the right to exercise one vote. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote.
- b) Unless the Chair deems it desirable to take a secret ballot, every question shall be decided in the first instance by a show of hands.
- c) For other matters, a ballot may be held if so demanded any member or Director present.

### **13. OFFICERS OF BOARD AND CHAIRS OF STANDING COMMITTEES**

- a) The Chair, Vice-Chair, Secretary, and Treasurer of the Board shall be the same persons as are elected to the same positions of York Manor Inc.
  
- b) The Standing Committees of the Corporation shall be:
  - (1) Executive
  - (2) Finance and Administration
  - (3) Care Services
  - (4) Governance and Audit
  - (5) Ethics and Research

### **14. COMMITTEES OF THE BOARD**

- a) The Chair of each Committee shall select their Committee members on an annual basis, subject to review and approval by the Executive Committee.
- b) Each Standing Committee of the Corporation shall develop Terms of Reference to be approved by the Board and reviewed from time to time.
- c) The Board may, at any meeting, appoint any Special Committee and name the Chair and its members.
- d) Special Committees shall confine their deliberations to the matters prescribed in their terms of reference.
- e) The Board may dissolve any Special Committee at any time.
- f) The Committee Chair, with the approval of the Board, may appoint non-members of the Board to the committee he/she chairs. A non-member shall have the same privileges as a regular Board member, but only at the committee level. A non-member shall be appointed for a two year term which will be renewable at the discretion of the Board.
- g) The following shall be members of the appropriate Committees:

- (1) Executive Committee

The Executive Committee shall be the same Committee as that established for York ~~Manor~~ Care Centre Inc.

- (2) Finance and Administration Committee

The Finance and Administration Committee shall be the same Committee as that established for York ~~Manor~~ Care Centre Inc.

- (3) Care Services

The Care Services Committee shall be the same Committee as that established for York ~~Manor~~ Care Centre Inc.

(4) Governance and Audit

The Governance and Audit Committee shall be the same committee as that established for York ~~Manor~~ Care Centre Inc.

(5) Ethics and Research

The Ethics and Research Committee shall be the same committee as that established for York ~~Manor~~ Care Centre Inc.

(6) Standing Committees shall have at least two other Board Members in addition to the Chair.

## **15. EXECUTIVE COMMITTEE**

The Executive Committee shall exercise the full powers of the Board, except those duties stated in Article 27, in the management and direction of the Corporation: when delegated by the Board; in emergency circumstances between Board meetings; and during the months in which the Board does not hold regular meetings.

## **16. PROCEDURES**

- a) The statutory declaration of the Secretary that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice for a meeting of the Board shall invalidate or make void any proceedings taken or had at such meeting and any member may, at any time, waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- c) Minutes shall be kept for all meetings of the Board and all meetings of the Committees.
- d) Questions arising at any meeting of the Board and Committees shall be decided by majority of votes. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote, all votes to be taken by a show of hands. A declaration by the Chair that a resolution has been carried and any entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The names of the Proposer and Seconder of each resolution shall be recorded in the Minutes.

## **17. DUTIES OF THE CHAIR**

The Chair of the Board shall:

- a) Preside at the Annual Members Meeting and at all meetings of the Board of Directors.
- b) Be Chair of the Executive Committee.
- c) Be a member ex-officio, with voting privileges, of all Standing and Special Committees.
- d) Report at each Annual Members Meeting concerning the operation of the Corporation.

- e) Represent York Developments Inc. at public or official functions.
- f) Sign all instruments that require the Chair's signature, perform all duties incident to the office and shall have such powers and duties as may from time to time be assigned by the Board.

#### **18. DUTIES OF THE VICE-CHAIR**

The Vice-Chair of the Board shall:

- a) Be the Vice-Chair of the Corporation.
- b) Have all the powers and perform all the duties of the Chair in the absence or disability of the Chair.
- c) Perform such other duties as the Board may direct.

#### **19. DUTIES OF THE TREASURER**

The Treasurer of the Corporation shall:

- a) Be the custodian of the Books of Accounts and accounting records of the Corporation as required to be kept by provisions of the Companies Act and other applicable Legislation.
- b) Submit a financial statement at each regular meeting of the Board, indicating the financial position of York Developments Inc. at the close of the preceding period.
- c) Have all accounts audited by an auditor appointed at the Annual Members Meeting of the Corporation.
- d) Perform such other duties as the Board may direct.
- e) The Treasurer shall, upon request by a Member of the Board, make available for examination the books and accounts of the Corporation at all reasonable times during normal business hours.

#### **20. DUTIES OF THE SECRETARY**

The Secretary shall:

- a) Attend the Annual Members Meeting and all meetings of the Board.
- b) Keep a record of all Minutes.
- c) Attend to all official Board correspondence.
- d) Prepare all reports required under any Act or Regulation of the Province of New Brunswick.
- e) Be the custodian of all Minute Books, Documents and Registers of the Corporation required to be kept by the provisions of the Companies Act.
- f) Be the custodian of the Corporate Seal.
- g) Keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or for the use of the Corporation.
- h) Perform such other duties as the Board may direct.

- i) Sign with the Chair or other signing officer or officers of the Corporation such instruments as require such signature.
- j) Issue or cause to be issued Notices of all Meetings.
- k) Keep a book wherein shall be recorded the following:
  - 1) A copy of the Letters Patent and Supplementary Letters Patent and copies of all Bylaws.
  - 2) The names of all persons who are or have been Members of the Corporation.
  - 3) The address of every person while a Member.
  - 4) The names and addresses of all persons who are or have been Directors of the Corporation, with the several dates at which each became or ceased to be such a Director.

## **21. BONDING**

- a) Directors, Officers and Employees, as the Board may designate, shall secure from a guarantee company, a bond of fidelity in an amount approved by the Board.
- b) At the discretion of the Board, the requirements of subsection a) may be met by a blanket position bond.
- c) All costs of fidelity bonds shall be paid by the Corporation.

## **22. PROTECTION OF DIRECTORS**

- a) Each and every Director of the Corporation, each and every member of any Committee created hereunder of York Developments Inc., hereinafter referred to as the Director or member, shall assume office on the express understanding, agreement and condition that every Director or member of the Corporation and his or her heirs, executors or administrators, estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, losses, charges and expenses whatsoever which such Director or member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and also against all other costs, losses, charges and expenses whatsoever, including travelling expenses, which he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, losses, charges or expenses as are occasioned by his or her own wilful neglect or default. No Director or member, for the time being, of the Corporation shall be liable for the acts, receipts, neglects or defaults, of any other Director, member, Officer or Employee of the Corporation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board

for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Corporation shall be lodged or deposited or for any loss, damage or misfortune whatsoever which may happen to the Corporation in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wilful neglect or default.

- b) In addition to and not to restrict the generality of the foregoing, the Corporation shall further indemnify and save harmless any Director or member, its staff and any witnesses or proceedings or investigations before the Board or any Committee for anything said or done in good faith in the course of any meeting, proceedings or other investigation or other witnesses of a Committee of the Board.

### **23. BANKING**

- a) The Chair, Treasurer or Secretary, and the President and Chief Executive Officer or Comptroller, jointly are hereby authorized for and in the name of the Corporation:
- 1) To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money.
  - 2) Subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities.
  - 3) Subject to the approval of the Board, from time to time to borrow money from a bank by incurring an overdraft or otherwise.
  - 4) Generally, for and in the name and on behalf of York Developments Inc., to transact with the said bank any business they may think fit.
- b) Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized on behalf of the Corporation:
- 1) To negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper.
  - 2) From time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's Bank.
  - 3) To receive all paid cheques and vouchers.
  - 4) To sign the Bank's form of settlement of balances and release.
  - 5) To receive all monies and to give receipts for same.

## **24. EXECUTION OF CONTRACTS**

- a) The Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements or other documents requiring the Corporate Seal.
- b) The Board shall, by resolution, authorize for execution any other document by the President and Chief Executive Officer or such other officers or employees as the Board may deem necessary.
- c) Deeds, transfer documents, assignments, contracts and obligations on behalf of the Corporation may be signed by the Chair, or in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, and the Corporate Seal shall be affixed to such instruments.

## **25. CORPORATE FUNDS**

- a) The Board may transfer or loan funds, or other financial instruments, with interest to be established by the Finance and Administration Committee, to Corporate Affiliates or to a Foundation that has as its purposes and objects those that are in agreement with the purposes and objects of this corporation.
- b) The Board may invest in securities authorized by the Trustee Act of the Province of New Brunswick, the following:
  - 1) All endowment monies bequeathed in trust to the Board for the use of the Corporation or other monies accruing to the Corporation by lawful means;
  - 2) All Corporation monies not required for operating expenses.
- c) Notwithstanding the provision of Paragraph a), the Board may, in its discretion, retain investments not authorized by the Trustee Act which are given or bequeathed to the Corporation in specie.
- d) No benefit given, devised or bequeathed in trust to or for the use of the Corporation for endowment purposes, shall be hypothecated, transferred or assigned to obtain credit or to receive funds.

## **26. AUDITOR**

At each Annual Members Meeting of the Corporation, an Auditor shall be appointed for the purpose of auditing and verifying the accounts of the Corporation for the current year, and the report shall be submitted at the next Annual Members Meeting.

The Auditor shall not be a Member of the Corporation.

The Auditor shall not be in partnership with a Member of the Corporation nor be an employee, nor spouse of a Member of the Corporation. The remuneration of the Auditor shall be determined from time to time by the Board.

## **27. OTHER SERVICES**

The Board may also from time to time require other services, such as legal and medical, which may be required on an ongoing basis, and for which a professional fee may be paid, or require the provision of goods with a high service content and not ordinarily subject to the tendering process. Should such a service be required, the individual or firm may be appointed by the Board, by appropriate means.

The individual or individuals so appointed shall not be a Member of the Corporation, nor shall they be in a partnership with a Member of the Board, nor an employee, nor a spouse of a Member of the Corporation.

The remuneration for such a service shall be determined from time to time by the Board.

## **28. APPOINTMENT AND DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

The President and Chief Executive Officer shall be appointed or dismissed, only by resolution of the Board of Directors.

The Board of Directors shall appoint a President and Chief Executive Officer whose qualifications, authority and duties shall be defined in a written statement approved by the Board of Directors.

The President and Chief Executive Officer shall be responsible to the Board for the operation of York Developments Inc.

The President and Chief Executive Officer should be qualified by education and/or experience appropriate to the discharge of the required duties.

The President and Chief Executive Officer, acting within policies and authority established by the Board of Directors, shall be the Chief Executive Officer and responsible for the management of York Developments Inc.

The President and Chief Executive Officer shall be a non-voting ex-officio member of all Standing Committees of the Board except the Governance and Audit Committee.

## **29. RESERVE OR TRUST FUNDS**

The Board may from time to time set aside such sums as they deem fit as a reserve fund or funds to meet contingencies for repairing, improving and maintaining any of the property of the Corporation, replacing wasting assets, forming an insurance fund and for such other purposes as the Board shall, in their absolute discretion, think conducive to the interest of the Corporation. It may divide the reserve fund into such special funds as may be thought fit, with full power to employ the assets constituting the reserve fund in the business of the Corporation without being bound to keep the same separate from other assets.

### 30. AMENDMENT OF BYLAWS

These Bylaws may be amended at an annual, regular or special Meeting of the Board of York Developments Inc., but such amendments require a minimum of one month's Notice of Motion. The Notice of Motion must be submitted in writing with the proposed amendment, together with the names of the Mover and Seconder and shall be posted at York Developments Inc. for a period of at least ten days prior to the meeting at which the amendment is to be moved. Such amendment shall be circulated to the Board Members and, for adoption, shall require a two-thirds majority of those present, provided a quorum is present. Such amendments shall be effective when approved by the Board of Directors and subject to conformity with Provincial Acts and Regulations.

### 31. REPEAL

ALL BYLAWS hereto enacted are repealed from and after coming into force of this Bylaw No. 1 without prejudice to any action theretofore taken hereunder.

### 32. COMING INTO FORCE

This Bylaw shall come into force on through a Board of Directors meeting of the Corporation. Enacted this 23<sup>rd</sup> day of January, 2017.

WITNESS the Corporate Seal of the Corporation.

\_\_\_\_\_  
Gary Beattie Lyne St. Pierre-Ellis, Chair

\_\_\_\_\_  
Mel McGuigan \_\_\_\_\_, Secretary

**YORK ~~MANORCARE~~  
CENTRE  
INC.**

**GENERAL BYLAWS**

~~JANUARY 2017~~ OCTOBER 2021

**YORK ~~MANOR-CARE CENTRE~~ INC.**

**GENERAL BYLAWS**

**PREAMBLE:**

**WHEREAS YORK MANOR INC.** (the Corporation), was originally incorporated by Special Act of the Legislature entitled "An Act to Incorporate YORK MANOR INC." Ch. 103 of the statutes of New Brunswick 1969, and amendments thereto;

AND WHEREAS The directors of the Company on the 14th day of June, 2021 duly enacted By-Law No. 2021-3 authorizing the making of an application for supplementary letters patent to formally change the name York Manor Inc. to York Care Centre Inc.

AND WHEREAS the application for supplementary letters patent was approved under the Province of New Brunswick Companies Act on June 30, 2021, the Company name is officially changed to York Care Centre Inc.

**AND WHEREAS** the Act of Incorporation and its Amendments stipulate that the Members, Directors, and Executive Committee of York ~~Manor-Care Centre~~ Inc., shall be the same persons as those of York County Properties Inc.;

**AND WHEREAS** the affairs of YORK ~~MANOR-CARE CENTRE~~ INC., shall be managed by a Board of Directors, and where authorized by a Bylaw of the Corporation, the Executive Committee of the Directors may exercise such powers of the Board of Directors as are delegated to it by such Bylaw;

**AND WHEREAS** the purposes and objects of YORK ~~MANOR-CARE CENTRE~~ INC., shall be to help the inhabitants of New Brunswick by the establishment and operation of properly supervised rest and convalescent homes whose principal purpose shall be to provide shelter and care for aged, infirm or incapacitated persons who reside in the institutions;

**AND WHEREAS** the following terms, conditions and provisions shall be unalterable:

1. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretion to the Corporation shall be used in promoting its objects.
2. No part of the income of the Corporation may be payable to or otherwise available for the personal benefit of any member thereof, except as otherwise provided in Article 6 b).
3. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada.

**NOW THEREFORE**, be it enacted and it is hereby enacted, that the following Bylaws be adopted for regulating the affairs of York ~~Manor~~-Care Centre Inc.

**1. CORPORATE SEAL**

The Corporate Seal of the Corporation shall be a design formed of two concentric circles between which shall be the name of the Corporation. Inside the concentric circles shall be the words and figures "Incorporated 19692021" as shown on the margin thereof.

The Corporate Seal shall not be used without the sanction of the Chair, or in his/her absence, the Vice-Chair and Secretary of the Corporation; or the sanction of such Director or Officer of the Corporation as the Board of Directors may by resolution appoint for general or specific purposes.

**2. HEAD OFFICE**

The principal or head office of the Corporation shall be at the City of Fredericton, County of York, and Province of New Brunswick, and at the principal premises of the Corporation therein or such other place therein as the Directors of the Corporation may from time to time decide.

**3. INTERPRETATION**

- a) Member means the Members of the Corporation appointed pursuant to a Special Act of the Legislature of the Province of New Brunswick.
- b) Board means the Board of Directors appointed pursuant to a Special Act of the Legislature of the Province of New Brunswick.
- c) Corporation means the corporation constituted under a Special Act of the Legislature of the Province of New Brunswick to incorporate York Manor Inc.
- d) Director means a member of the Board of Directors.

#### **4. ANNUAL MEMBERS MEETING OF THE CORPORATION**

- a) Notice of the Annual Members Meeting and regular meetings of the Board shall be given in such manner as the Board shall determine.
- b) The Annual Members Meeting of the Corporation shall be held on or before the 30<sup>th</sup> day of June of each year.
  - (1) The same rules of conduct and conditions shall apply to the Annual Members Meeting of the Corporation as to all meetings of the Board. The Minutes of the Annual Members Meetings of the Corporation shall be recorded and have validity as Minutes of the Board. However, the Annual Members Meeting will conduct the following business:
    - (i) Approve minutes of the previous Annual Members Meeting.
    - (ii) Receive the report of the Board, including the Audited Financial Statements, and the report thereon of the Auditor.
    - (iii) Receive the report of the unfinished business from the previous Members Meeting of the Corporation.
    - (iv) Receive the report of the Chair.
    - (v) Receive the report of Committees.
    - (vi) Receive the report of the President and Chief Executive Officer.
    - (vii) New Business.
    - (viii) Appoint an Auditor to the Corporation, to hold office until the next Annual Members Meeting.

#### **5. MEMBERS**

The Members of the Corporation from time to time shall be the Members of York County Properties Inc.

#### **6. BOARD OF DIRECTORS**

- a) The affairs of the Corporation shall be managed by a Board of Directors, who shall be the same persons as are the Directors of York County Properties Inc., and the Executive Committee of the Directors of York County Properties Inc., shall be the Executive Committee of the Directors of the Corporation and may exercise such powers of the Board of Directors as are delegated to it by the Board.
- b)
  - 1) The Directors shall serve as Directors and Officers without remuneration and no Director shall, directly or indirectly, receive any profit from his or her position as Director or Officer, provided that a Director may be paid reasonable expenses incurred by him or her, in the performance of his or her duties.
  - 2) Conflict of Interest

- (i) Members or Directors may contract with the Corporation in the same manner that they may validly contract with corporations in the Province of New Brunswick.
- (ii) If a Member or Director contracts with the Corporation, or is a Director or an Officer of, or has a material interest in a party that contracts or proposes to contract, then he or she must disclose in writing to the Corporation, and request to have entered in the Minutes of the Board the nature and extent of his or her interest.
- (iii) The declaration of interest shall be carried out prior to the entering of the contract.
- (iv) A Member or Director contracting with the corporation shall not be present and shall not vote at any meeting on any resolution to approve the contract.
- (v) A Member of the Board of Directors shall not vote on any matter considered by the Board in which the Member has a financial or other interest, and the Member must declare such interest before the vote is taken.

## **7. REGULAR MEETINGS OF THE BOARD**

- a) Meetings of the Board may be held either at York Care Centre, or elsewhere as the Directors may from time to time determine, provided that at least quarterly meetings are held in each fiscal year.
- b) A meeting of the Board may be held without notice immediately following the Annual Members Meeting of the Corporation.
- c) Any other Notice of regular meetings may be served at least 24 hours in advance of the meeting.
- d) Non-Board Members may attend meetings of the Board, only upon:
  - 1) Invitation by the Chair.
  - 2) Invitation by a resolution of the Board.

## **8. QUORUM OF BOARD AND COMMITTEES**

A quorum for meetings of the Board and Committees of the Board shall consist of not less than fifty percent (50%) of the Members of the Board or the Committee respectively.

## **9. ATTENDANCE AT MEETINGS**

Regular attendance at board and committee meetings is essential for the effective functioning of the Board. Board members are expected to attend a minimum of 75% of all scheduled meetings. Should a member be unable to attend meetings, regrets must be given within twenty four hours

prior to the meeting. Members who fail to meet the 75% attendance threshold without preauthorization from the Chair may be asked to vacate the board membership.

## **10. CHAIR**

- a) The Chair of the Board.
- b) The Vice-Chair of the Board if the Chair is absent.
- c) An elected Chair if the Chair and Vice-Chair are absent.

## **11. SPECIAL MEETINGS OF THE BOARD**

- a) The Chair or, in his or her absence, the Vice-Chair of the Board may call special meetings.
- b) If three Directors request in writing, which writing shall contain details on the topic to be considered, the Secretary of the Board shall call a meeting of the Board.
- c) Notification of any such meeting shall be given by email, telephone or in writing to each Director at least 24 hours in advance of the meeting, and such notification shall specify the topic to be considered.
- d) Such meeting shall be held no later than one week from the date when the Secretary has been requested to call the meeting. If the Secretary does not call the meeting, any Director may call such meeting by one-quarter of the Directors acting jointly.

## **12. VOTING**

- a) At any meeting, each Member or Director shall have the right to exercise one vote. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote.
- b) Unless the Chair deems it desirable to take a secret ballot, every question shall be decided in the first instance by a show of hands.
- c) For other matters, a ballot may be held if so demanded by any Member or Director present.

## **13. OFFICERS OF BOARD AND CHAIRS OF STANDING COMMITTEES**

- a) The Chair, Vice-Chair, Secretary, and Treasurer of the Board shall be the same persons as are elected to the same positions of York County Properties Inc.
- b) The Standing Committees of the Corporation shall be:
  - 1) Executive
  - 2) Finance and Administration
  - 3) Care Services
  - 4) Governance and Audit
  - 5) Ethics and Research

#### 14. COMMITTEES OF THE BOARD

- a) The Chair of each Committee shall select their Committee members from the Board on an annual basis, subject to review and approval by the ~~Executive Committee~~ Board of Directors. All Board members should serve on at least one committee.
- b) Each Standing Committee of the corporation shall develop Terms of Reference to be reviewed by the Governance and Audit Committee and approved by the Board.
- c) The Board may, at any meeting, appoint any Special Committee and name the Chair and its members.
- d) Special Committees shall confine their deliberations to the matters prescribed in their terms of reference.
- e) The Board may dissolve any Special Committee at any time.
- f) The Committee Chair, with the approval of the Board, may appoint community members ~~non-member~~ of the Board to the committee he/she chairs. A community member ~~non-member~~ shall have the same privileges as a director of the board ~~regular Board member~~, but only at the committee level. A community member ~~non-member~~ shall be appointed for a two year term which will be renewable at the discretion of the Board.
- g) The following shall be members of the appropriate committees:
  - 1) Executive Committee  
The Executive Committee shall be the same Committee as that established for York County Properties Inc.
  - 2) Finance and Administration Committee  
The Finance and Administration Committee shall be the same Committee as that established for York County Properties Inc.
  - 3) Care Services Committee  
The Care Services Committee shall be the same Committee as that established for York County Properties Inc.
  - 4) Governance and Audit Committee  
The Governance and Audit Committee shall be the same Committee as that established for York County Properties Inc.
  - 5) Ethics and Research Committee  
The Ethics and Research Committee shall be the same Committee as that established for York County Properties Inc.
  - 6) Standing Committees shall have at least two other Board Members in addition to the Chair.

## **15. EXECUTIVE COMMITTEE**

The Executive Committee shall exercise the full powers of the Board, except those duties stated in Article 27, in the management and direction of the Corporation: when delegated by the Board; in emergency circumstances between Board meetings; ~~and during the months in which the Board does not hold regular meetings.~~

## **16. PROCEDURES**

- a) The statutory declaration of the Secretary that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice for a meeting of the Board shall invalidate or make void any proceedings taken or had at such meeting and any member may, at any time, waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- c) Minutes shall be kept for all meetings of the Board and all meetings of the Committees.
- d) Questions arising at any meeting of the Board and Committees shall be decided by majority of votes. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote, all votes to be taken by a show of hands. A declaration by the Chair that a resolution has been carried and any entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The names of the Proposer and Secunder of each resolution shall be recorded in the Minutes.

## **17. DUTIES OF THE CHAIR**

The Chair of the Board shall:

- a) Preside at the Annual Members Meeting and at all meetings of the Board of Directors.
- b) Be Chair of the Executive Committee.
- c) Be a member ex-officio, with voting privileges, of all Standing and Special Committees.
- d) Report at each Annual Members Meeting concerning the operation of the Corporation.
- e) Represent York ~~Manor-Care Centre~~ Inc. at public or official functions.
- f) Sign all instruments which require the Chair's signature, perform all duties incident to the office and shall have such powers and duties as may from time to time be assigned by the Board.

## **18. DUTIES OF THE VICE- CHAIR**

The Vice-Chair of the Board shall:

- a) Be the Vice- Chair of the Corporation.
- b) Have all the powers and perform all the duties of the Chair in the absence or disability of the Chair.

- c) Perform such other duties as the Board may direct.

## **19. DUTIES OF THE TREASURER**

The Treasurer of the Corporation shall:

- a) Be the custodian of the Books of Accounts and accounting records of the Corporation as required to be kept by provisions of the Companies Act and other applicable Legislation.
- b) Submit a financial statement at each regular meeting of the Board, indicating the financial position of York ~~Manor~~-Care Centre Inc. at the close of the preceding period.
- c) Have all accounts audited by an auditor appointed at the Annual Members Meeting of the Corporation.
- d) Perform such other duties as the Board may direct.
- e) The Treasurer shall, upon request by a Member of the Board, make available for examination the books and accounts of the Corporation at all reasonable times during business hours.

## **20. DUTIES OF THE SECRETARY**

The Secretary shall:

- a) Attend the Annual Members Meeting and all meetings of the Board.
- b) Keep a record of all Minutes.
- c) Attend to all official Board correspondence.
- d) Prepare all reports required under any Act or Regulation of the Province of New Brunswick.
- e) Be the custodian of all Minute Books, Documents and Registers of the Corporation required to be kept by the provisions of the Companies Act.
- f) Be the custodian of the Corporate Seal.
- g) Keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or for the use of the Corporation.
- h) Perform such other duties as the Board may direct.
- i) Sign with the Chair or other signing officer or officers of the Corporation such instruments as require such signature.
- j) Issue or cause to be issued Notices of all Meetings.
- k) Keep a book wherein shall be recorded the following:
  - 1) A copy of the Special Act and copy of the Incorporation and any amending Statutes and copies of all Bylaws.
  - 2) The names of all persons who are or have been Members of the Corporation.
  - 3) The address of every person while a Member.

- 4) The names and addresses of all persons who are or have been Directors of the Corporation, with the several dates at which each became or ceased to be such a Director.

## **21. BONDING**

- a) Directors, Officers and Employees, as the Board may designate, shall secure from a guarantee company, a bond of fidelity in an amount approved by the Board.
- b) At the discretion of the Board, the requirements of subsection a) may be met by a blanket position bond.
- c) All costs of fidelity bonds shall be paid by the Corporation.

## **22. PROTECTION OF DIRECTORS**

- a) Each and every Director of the Corporation, each and every member of any Committee created hereunder of York ~~Manor~~Care Centre Inc., hereinafter referred to as the Director or member, shall assume office on the express understanding, agreement and condition that every Director or member of the Corporation and his or her heirs, executors or administrators, estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, losses, charges and expenses whatsoever which such Director or member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and also against all other costs, losses, charges and expenses whatsoever, including travelling expenses, which he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, losses, charges or expenses as are occasioned by his or her own wilful neglect or default. No Director or member, for the time being, of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, member, Officer or Employee of the Corporation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Corporation shall be lodged or deposited or for any loss, damage or misfortune whatsoever which may happen to the Corporation in the execution of the duties of his or her respective office or trust

or in relation thereto unless the same shall happen by or through his or her own wilful neglect or default.

- b) In addition to and not to restrict the generality of the foregoing, the Corporation shall further indemnify and save harmless any Director or member, its staff and any witnesses or proceedings or investigations before the Board or any Committee for anything said or done in good faith in the course of any meeting, proceedings or other investigation or other witnesses of a Committee of the Board.

### **23. BANKING**

- a) The Chair, Treasurer or Secretary, and the President and Chief Executive Officer or Comptroller, jointly are hereby authorized and in the name of the Corporation:
  - 1) To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money.
  - 2) Subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities.
  - 3) Subject to the approval of the Board, from time to time to borrow money from a bank by incurring an overdraft or otherwise.
  - 4) Generally, for and in the name and on behalf of York Manor-Care Centre Inc., to transact with the said bank any business they may think fit.
- b) Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized on behalf of the Corporation:
  - 1) To negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper.
  - 2) From time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's Bank.
  - 3) To receive all paid cheques and vouchers.
  - 4) To sign the Bank's form of settlement of balances and release.
  - 5) To receive all monies and to give receipts for same.

### **24. EXECUTION OF CONTRACTS**

- a) The Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements or other documents requiring the Corporate Seal.

- b) The Board shall, by resolution, authorize for execution any other document by the President and Chief Executive Officer or such other officers or employees as the Board may deem necessary.
- c) Deeds, transfer documents, assignments, contracts and obligations on behalf of the Corporation may be signed by the Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, and the Corporate Seal shall be affixed to such instruments.

## **25. CORPORATE FUNDS**

- a) The Board may transfer or loan funds, or other financial instruments, with interest to be established by the Finance and Administration Committee, to Corporate Affiliates or to a Foundation that has as its purposes and objects those that are in agreement with the purposes and objects of this corporation.
- b) The Board may invest in securities authorized by the Trustee Act of the Province of New Brunswick, the following:
  - 1) All endowment monies bequeathed in trust to the Board for the use of the Corporation or other monies accruing to the Corporation by lawful means;
  - 2) All Corporation monies not required for operating expenses.
- c) Notwithstanding the provision of Paragraph a), the Board may, in its discretion, retain investments not authorized by the Trustee Act which are given or bequeathed to the Corporation in specie.
- d) No benefit given, devised or bequeathed in trust to or for the use of the Corporation for endowment purposes, shall be hypothecated, transferred or assigned to obtain credit or to receive funds.

## **26. AUDITOR**

At each Annual Members Meeting of the Corporation, an Auditor shall be appointed for the purpose of auditing and verifying the accounts of the Corporation for the current year, and the report shall be submitted at the next Annual Members Meeting.

The Auditor shall not be a Member of the Corporation.

The Auditor shall not be in partnership with a Member of the Corporation nor be an employee, nor spouse of a Member of the Corporation. The remuneration of the Auditor shall be determined from time to time by the Board.

## **27. OTHER SERVICES**

The Board may also from time to time require other services, such as legal and medical, which may be required on an ongoing basis, and for which a professional fee may be paid, or require the provision of goods with a high service content and not ordinarily subject to the tendering process. Should such a service be required, the individual or firm may be appointed by the Board, by appropriate means.

The individual or individuals so appointed shall not be a Member of the Corporation, nor shall they be in a partnership with a Member of the Corporation, nor an employee, nor a spouse of a Member of the Corporation.

The remuneration for such a service shall be determined from time to time by the Board.

## **28. APPOINTMENT AND DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

The President and Chief Executive Officer shall be appointed or dismissed, only by resolution of the Board of Directors.

The Board of Directors shall appoint a President and Chief Executive Officer whose qualifications, authority and duties shall be defined in a written statement approved by the Board of Directors.

The President and Chief Executive Officer shall be responsible to the Board for the operation of York ~~Manor~~-Care Centre Inc.

The President and Chief Executive Officer should be qualified by education and/or experience appropriate to the discharge of the required duties.

The President and Chief Executive Officer, acting within Policies and authority established by the Board of Directors, shall be the Chief Executive Officer and responsible for the management of York ~~Manor~~-Care Centre Inc.

The President and Chief Executive Officer shall be a non-voting ex-officio member of all Standing Committees of the Board except the Governance and Audit Committee.

## **29. RESERVE OR TRUST FUNDS**

The Board may from time to time set aside such sums as they deem fit as a reserve fund or funds to meet contingencies for repairing, improving and maintaining any of the property of the Corporation, replacing wasting assets, forming an insurance fund and for such other purposes as the Board shall, in their absolute discretion, think conducive to the interest of the Corporation. It may divide the reserve fund into such special funds as may be thought fit, with full power to employ the assets constituting the reserve fund in the business of the Corporation without being bound to keep the same separate from other assets.

**30. AMENDMENT OF BYLAWS**

These Bylaws may be amended at an annual, regular or special Meeting of the Board of York ~~Manor~~ Care Centre Inc., but such amendments require a minimum of one month's Notice of Motion. The Notice of Motion must be submitted in writing with the proposed amendment, together with the names of the Mover and Seconder and shall be posted at -York Care Centre for a period of at least ten days prior to the meeting at which the amendment is to be moved. Such amendment shall be circulated to the Board Members and, for adoption, shall require a two-thirds majority of those present, provided a quorum is present. Such amendments shall be effective when approved by the Minister of the Department of Social Development and subject to conformity with Provincial Acts and Regulations.

**31. REPEAL**

ALL BYLAWS hereto enacted are repealed from and after coming into force of this Bylaw No. 1 without prejudice to any action theretofore taken hereunder.

**32. COMING INTO FORCE**

This Bylaw shall come into force when approved by the Minister of the Department of Social Development.

Enacted this 23<sup>rd</sup> day of January, 2017.

WITNESS the Corporate Seal of the Corporation.

\_\_\_\_\_  
Gary Beattie Lyne St. Pierre-Ellis, Chair

\_\_\_\_\_  
Wayne Snowdon, Secretary

Approved by Minister of Social Development this \_\_\_\_ day of \_\_\_\_\_, ~~2017~~ 2021.

\_\_\_\_\_  
Hon. R. Bruce Fitch Minister Lisa Harris

**YORK COUNTY  
PROPERTIES  
INC.**

**GENERAL BYLAWS**

**~~JANUARY 2017~~OCTOBER 2021**

## **YORK COUNTY PROPERTIES INC.**

### **GENERAL BYLAWS**

#### **PREAMBLE:**

**WHEREAS YORK COUNTY PROPERTIES INC.** (the Corporation), was incorporated by Special Act of the Legislature entitled "An Act to Incorporate YORK COUNTY PROPERTIES INC." Ch. c-145 of the statutes of New Brunswick 1966, and amendments thereto;

**AND WHEREAS** the affairs of YORK COUNTY PROPERTIES INC., shall be managed by a Board of Directors, and where authorized, by a Bylaw of the Corporation, the Executive Committee of the Directors may exercise such powers of the Board of Directors as are delegated to it by such Bylaw;

**AND WHEREAS** it is the purpose of YORK COUNTY PROPERTIES INC., to serve the Community;

**AND WHEREAS** the objectives as governed by its Board are to:

1. Supply and render services of a charitable and benevolent nature to the inhabitants of the County of York.
2. Assist the inhabitants of the County, including the aged, by the establishment and operation of properly supervised rest and convalescent homes for the benefit of persons who are elderly, of low income or otherwise disadvantaged as may be determined by the Company from time to time and to make charges (if any) therefore, as the Corporation may determine.
3. Enter into agreements with the Province of New Brunswick or any municipality for the purpose of carrying out or better effecting its purposes and objects.
4. Participate in governmental and community projects and activities.

**AND WHEREAS** the following terms, conditions and provisions shall be unalterable:

1. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretion to the Corporation shall be used in promoting its objects.
2. No part of the income of the Corporation may be payable to or otherwise available for the personal benefit of any member thereof, except as otherwise provided in Article 6 c).
3. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada.

**NOW THEREFORE**, be it enacted and it is hereby enacted, that the following Bylaws be adopted for regulating the affairs of York County Properties Inc.

**1. CORPORATE SEAL**

The Corporate Seal of the Corporation shall be a design formed of two concentric circles between which shall be the name of the Corporation. Inside the concentric circles shall be the words and figures "Incorporated 1966" as shown on the margin thereof.

The Corporate Seal shall not be used without the sanction of the Chair, or in his/her absence, the Vice-Chair and Secretary of the Corporation; or the sanction of such Director or Officer of the Corporation as the Board of Directors may by resolution appoint for general or specific purposes.

**2. HEAD OFFICE**

The principal or head office of the Corporation shall be at the City of Fredericton, County of York, and Province of New Brunswick, and at the principal premises of the Corporation therein or such other place therein as the Directors of the Corporation may from time to time decide.

**3. INTERPRETATION**

- a) Member means the Members of the Corporation appointed pursuant to a Special Act of the Legislature of the Province of New Brunswick.
- b) Board means the Board of Directors appointed pursuant to a Special Act of the Legislature of the Province of New Brunswick.
- c) Corporation means the corporation constituted under a Special Act of the Legislature of the Province of New Brunswick to incorporate York County Properties Inc.
- d) Director means a member of the Board of Directors.

**4. ANNUAL MEMBERS MEETING OF THE CORPORATION**

- a) Notice of the Annual Members Meeting and regular meetings of the Board shall be given in such manner as the Board shall determine.
- b) The Annual Members Meeting of the Corporation shall be held on or before the 30<sup>th</sup> day of June of each year.
  - (1) At each Annual Members Meeting, the vacancies in the membership of the Corporation occurring by reason of the expiration of the term of office of Members or for any other cause shall be filled by appointment by the remaining Members of the Corporation.
  - (2) The same rules of conduct and conditions shall apply to the Annual Members Meeting of the Corporation as to all meetings of the Board. The Minutes of the Annual Members Meetings

of the Corporation shall be recorded and have validity as Minutes of the Board. However, the Annual Members Meeting will conduct the following business:

- (i) Approve minutes of the previous Annual Members Meeting.
- (ii) Receive the report of the Board, including the Audited Financial Statements, and the report thereon of the Auditor.
- (iii) Receive the report of the unfinished business from the previous Members Meeting of the Corporation.
- (iv) Receive the report of the Chair.
- (v) Receive the report of Committees.
- (vi) New Business.
- (vii) Receive the report of the Governance and Audit Committee of appointments of members of the Corporation.
- (viii) Elect a Chair, Vice-Chair, Secretary, Treasurer, and Chairs of Committees.
- (ix) Appoint an Auditor to the Corporation, to hold office until the next Annual Members Meeting.

## **5. MEMBERS**

- a) The number of Members of the Corporation shall be no fewer than ten and no greater than fifteen.
- b) Every Member of the Corporation shall be a Director, except as provided for in Article 16 c).
- c) Membership is not transferable or assignable.
- d) A vacancy in the Membership of the Corporation occurring by reason of the expiration of the term of office of Members shall be filled by appointment by the remaining Members of the Corporation.
- e) There shall be one third Members appointed each successive year, whose terms of office shall be three years.
- f) A vacancy occurring by reason of death, resignation, or for any other cause between annual meetings, may be filled by appointment by the Board for the balance of the term of office of the retiring Member, subject to ratification at the next Annual Meeting.
- g) A Member whose term of office has expired shall, unless reappointed, cease to be a Member upon the appointment of his or her successor.
- h) A person appointed to fill the vacancy occurring by reason of the expiration of the term of office of a Member shall hold office for a term of three years.
- i) No person may be reappointed as a Member after they have completed nine years of continuous service. However, following a break in continuous service of at least two years, the same person may be reappointed as a Member of the Corporation.

- j) If a Member is appointed to fill the balance of a term (by virtue of resignation, death, or other), or appointed by virtue of Article 5 h), that member's maximum years of service may not exceed nine years of service.
- k) No employee, or spouse, child, parent, brother or sister of an employee, of the Corporation, York ~~Manor-Care Centre~~ Inc. or York Developments Inc., or employee of the Department of Family and Community Services, or member of the Legislative Assembly of New Brunswick, or Health Care professional delivering health care services to the residents of York ~~Manor-Care Centre~~ Inc. or York Developments Inc., or receiving a retainer from York ~~Manor-Care Centre~~ Inc. or York Developments Inc., shall be eligible for appointment as a Member.
- l) No spouse, child, parent, brother, or sister of any Member or Director of the Corporation shall be eligible for appointment as a Member.
- m) In the appointment of new Members, the Members of the Corporation shall recognize that York County Properties Inc. has been established by a special act of the New Brunswick Legislature, with public assets, to render services of a charitable and benevolent nature, to operate rest and convalescent homes. In that regard, new Members shall be chosen, to ensure the efficient operation of the Corporation and its affiliates, and to reflect the composition of the population of the service area.
- n) A person appointed as a member of the Board will be expected to serve on Committees of the Board unless so exempted by the Chair of the Board.

## **6. BOARD OF DIRECTORS**

- a) The Board shall consist of the Members of the Corporation, except as stated in Article 16 c).
- b) Officers, Chairs and Members of Standing Committees are to be appointed for a two year term from the membership of the corporation. They may be re-appointed at the end of their two year term for a further two year term and a turnover after four years is encouraged.
- c) (1) The Directors shall serve as Directors and Officers without remuneration and no Director shall, directly or indirectly, receive any profit from his or her position as Director or Officer, provided that a Director may be paid reasonable expenses incurred by him or her, in the performance of his or her duties.  
(2) Conflict of Interest:
  - (i) Members or Directors may contract with the Corporation in the same manner that they may validly contract with corporations in the Province of New Brunswick.
  - (ii) If a Member or Director contracts with the Corporation, or is a Director or an Officer of, or has a material interest in a party that contracts or proposes to contract, then he or

she must disclose in writing to the Corporation, and request to have entered in the Minutes of the Board the nature and extent of his or her interest.

- (iii) The declaration of interest shall be carried out prior to the entering of the contract.
- (iv) A Member or Director contracting with the corporation shall not be present and shall not vote at any meeting on any resolution to approve the contract.
- (v) A Member of the Board of Directors shall not vote on any matter considered by the Board in which the Member has a financial or other interest, and the Member must declare such interest before the vote is taken.

## **7. REGULAR MEETINGS OF THE BOARD**

- a) Meetings of the Board may be held either at York County Properties Inc., or elsewhere as the Directors may from time to time determine, provided that at least quarterly meetings are held in each fiscal year.
- b) A meeting of the Board may be held without notice immediately following the Annual Members Meeting of the Corporation.
- c) Any other Notice of regular meetings may be served at least 24 hours in advance of the meeting.
- d) Non-Board Members may attend meetings of the Board, only upon:
  - (1) Invitation by the Chair.
  - (2) Invitation by a resolution of the Board.

## **8. QUORUM OF BOARD AND COMMITTEES**

A quorum for meetings of the Board and Committees of the Board shall consist of not less than fifty percent (50%) of the Members of the Board or the Committee respectively.

## **9. ATTENDANCE AT MEETINGS**

Regular attendance at board and committee meetings is essential for the effective functioning of the Board. Board members are expected to attend a minimum of 75% of all scheduled meetings. Should a member be unable to attend meetings, regrets must be given within twenty four hours prior to the meeting. Members who fail to meet the 75% attendance threshold without preauthorization from the Chair may be asked to vacate the board membership.

## **10. CHAIR**

- a) The Chair of the Board.
- b) The Vice-Chair of the Board if the Chair is absent.
- c) An elected Chair if the Chair and Vice-Chair are absent.

**11. SPECIAL MEETINGS OF THE BOARD**

- a) The Chair or, in his or her absence, a Vice-Chair of the Board may call special meetings.
- b) If three Directors request in writing, which writing shall contain details on the topic to be considered, the Secretary of the Board shall call a meeting of the Board.
- c) Notification of any such meeting shall be given by telephone or in writing to each Director at least 24 hours in advance of the meeting, and such notification shall specify the topic to be considered.
- d) Such meeting shall be held no later than one week from the date when the Secretary has been requested to call the meeting. If the Secretary does not call the meeting, any Director may call such meeting by one-quarter of the Directors acting jointly.

**12. VOTING**

- a) At any meeting, each Member or Director shall have the right to exercise one vote. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote.
- b) Unless the Chair deems it desirable to take a secret ballot, every question shall be decided in the first instance by a show of hands.
- c) For other matters, including the election of Members, Directors, Officers, Chair, or other such individual, or matters relating to the status of such individuals, a ballot may be held if so demanded by any Member or Director present.

**13. OFFICERS OF BOARD AND CHAIRS OF STANDING COMMITTEES**

- a) The Members shall elect the Chair, Vice-Chair, Secretary, and Treasurer of the Board at the Annual Members Meeting.
- b) The Secretary shall be responsible for the election duties set forth in these Bylaws.
- c) The Standing Committees of the Corporation shall be:
  - (1) Executive
  - (2) Finance and Administration
  - (3) Care Services
  - (4) Governance and Audit
  - (5) Ethics and Research

**14. COMMITTEES OF THE BOARD**

- a) At the Annual Members Meeting and following the election of the Members and Officers of the Corporation, the Chair of the Governance and Audit Committee will submit the recommendations

of the Committee for the Chair of each Standing Committee not provided for by Bylaw, and thereafter, the Members shall elect the Chair of each Standing Committee to take office immediately following the Annual Members Meeting.

- b) The Chair of each Committee shall select their Committee members on an annual basis, subject to review and approval by the Executive Committee.
- c) Each standing Committee of the corporation shall develop Terms of Reference to be approved by the Board and reviewed from time to time.
- d) The Board may, at any meeting, appoint any Special Committee and name the Chair and its members.
- e) Special Committees shall confine their deliberations to the matters prescribed in their terms of reference.
- f) The Board may dissolve any Special Committee at any time.
- g) The Committee Chair, with the approval of the Board, may appoint non-members of the Board to the committee he/she chairs. A non-member shall have the same privileges as a regular Board member, but only at the committee level. A non-member shall be appointed for a two year term which will be renewable at the discretion of the Board.
- h) The following shall be members of the appropriate committees:

(1) Executive Committee

- (i) The Chair who shall chair the Committee.
- (ii) The Vice-Chair who shall serve as Chair in the Chair's absence.
- (iii) The Secretary.
- (iv) The Treasurer.
- (v) The Past Chair of the Board.
- (vi) The Chair of the Finance and Administration Committee
- (vii) The Chair of the Care Services Committee.
- (viii) The Chair of the Governance and Audit Committee.
- (ix) The Chair of the Research and Ethics Committee.

(2) Finance and Administration Committee

- (i) The Treasurer who shall be the Chair of the Committee
- (ii) No less than two Board members who are not on the Executive Committee.

(3) Care Services Committee

- (i) A Chair appointed by the Board from within its membership.
- (ii) No less than two Board members who are not members of the Executive Committee.

(4) Governance and Audit Committee

- (i) A Chair appointed by the Board from within its membership.

- (ii) The Secretary of the Board.
  - (iii) No less than two Board members who are not on the Executive Committee.
- (5) Ethics and Research Committee

- (i) A Chair appointed by the Board from within its membership.
- (ii) No less than two Board members who are not on the Executive Committee.

Standing Committees shall have at least two other Board Members in addition to the Chair.

## **15. EXECUTIVE COMMITTEE**

The Executive Committee shall exercise the full powers of the Board, except those duties stated in Article 28, in the management and direction of the Corporation: when delegated by the Board; in emergency circumstances between Board meetings; and during the months in which the Board does not hold regular meetings.

## **16. PROCEDURES**

- a) The statutory declaration of the Secretary that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice for a meeting of the Board shall invalidate or make void any proceedings taken or had at such meeting and any member may, at any time, waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- c) Any Officer or Director of the Corporation shall cease to hold office and any member of the Board shall cease to be a member of a Committee upon resolution of the Board. Such resolution shall require a two-thirds majority of a properly constituted Board meeting.
- d) Minutes shall be kept for all meetings of the Board and all meetings of the Committees.
- e) Questions arising at any meeting of the Board and Committees shall be decided by majority of votes. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote, all votes to be taken by a show of hands. A declaration by the Chair that a resolution has been carried and any entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The names of the Proposer and Seconder of each resolution shall be recorded in the Minutes.

## **17. DUTIES OF THE CHAIR**

The Chair of the Board shall:

- a) Preside at the Annual Members Meeting and at all meetings of the Board of Directors.
- b) Be Chair of the Executive Committee.

- c) Be a member ex-officio, with voting privileges, of all Standing and Special Committees.
- d) Report at each Annual Members Meeting concerning the operation of the Corporation.
- e) Represent York County Properties Inc. at public or official functions.
- f) Sign all instruments which require the Chair's signature, perform all duties incident to the office and shall have such powers and duties as may from time to time be assigned by the Board.

#### **18. DUTIES OF THE VICE-CHAIR**

The Vice-Chair of the Board shall:

- a) Be the Vice-Chair of the Corporation.
- b) Have all the powers and perform all the duties of the Chair in the absence or disability of the Chair.
- c) Perform such other duties, as the Board may direct.

#### **19. DUTIES OF THE TREASURER**

The Treasurer of the Corporation shall:

- a) Be the custodian of the Books of Accounts and accounting records of the Corporation as required to be kept by provisions of the Companies Act and other applicable Legislation.
- b) Submit a financial statement at each regular meeting of the Board, indicating the financial position of York County Properties Inc. at the close of the preceding period.
- c) Have all accounts audited by an auditor appointed at the Annual Members Meeting of the Corporation.
- d) Perform such other duties as the Board may direct.
- e) The Treasurer shall, upon request by a Member of the Board, make available for examination the books and accounts of the Corporation at all reasonable times during normal business hours.

#### **20. DUTIES OF THE SECRETARY**

The Secretary shall:

- a) Attend the Annual Members Meeting and all meetings of the Board.
- b) Keep a record of all Minutes.
- c) Attend to all official Board correspondence.
- d) Prepare all reports required under any Act or Regulation of the Province of New Brunswick.
- e) Be the custodian of all Minute Books, Documents and Registers of the Corporation required to be kept by the provisions of the Companies Act.
- f) Be the custodian of the Corporate Seal.
- g) Keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or for the use of the Corporation.

- h) Perform such other duties as the Board may direct.
- i) Sign with the Chair or other signing officer or officers of the Corporation such instruments as require such signature.
- j) Issue or cause to be issued Notices of all Meetings.
- k) Keep a book wherein shall be recorded the following:
  - (1) A copy of the Special Act and copy of the incorporation and any amending statutes and copies of all Bylaws.
  - (2) The names of all persons who are or have been members of the Corporation.
  - (3) The address of every person while a Member.
  - (4) The names and addresses of all persons who are or have been Directors of the Corporation, with the several dates at which each became or ceased to be such a Director.

## **21. BONDING**

- a) Directors, Officers and Employees, as the Board may designate, shall secure from a guarantee company, a bond of fidelity in an amount approved by the Board.
- b) At the discretion of the Board, the requirements of subsection a) may be met by a blanket position bond.
- c) All costs of fidelity bonds shall be paid by the Corporation.

## **22. PROTECTION OF DIRECTORS**

- a) Each and every Director of the Corporation, each and every member of any Committee created hereunder of York County Properties Inc., hereinafter referred to as the Director or Member, shall assume office on the express understanding, agreement and condition that every Director or Member of the Corporation and his or her heirs, executors or administrators, estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, losses, charges and expenses whatsoever which such Director or Member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and also against all other costs, losses, charges and expenses whatsoever, including travelling expenses, which he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, losses, charges or expenses as are occasioned by his or her own wilful neglect or default. No Director or Member, for the time being, of the Corporation shall be liable for the acts, receipts, neglects or defaults, of any other Director, Member, Officer or Employee of the Corporation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or

deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Corporation shall be lodged or deposited or for any loss, damage or misfortune whatsoever which may happen to the Corporation in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wilful neglect or default.

- b) In addition to and not to restrict the generality of the foregoing, the Corporation shall further indemnify and save harmless any Director or Member, its staff and any witnesses or proceedings or investigations before the Board or any Committee for anything said or done in good faith in the course of any meeting, proceedings or other investigation or other witnesses of a Committee of the Board.

### **23. BANKING**

- a) The Chair, Treasurer or Secretary, and the President and Chief Executive Officer or Comptroller, jointly are hereby authorized and in the name of the Corporation:
- (1) To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money.
  - (2) Subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities.
  - (3) Subject to the approval of the Board, from time to time to borrow money from a bank by incurring an overdraft or otherwise.
  - (4) Generally, for and in the name and on behalf of York County Properties Inc., to transact with the said bank any business they may think fit.
- b) Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized on behalf of the Corporation:
- (1) To negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper.
  - (2) From time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's Bank.
  - (3) To receive all paid cheques and vouchers.
  - (4) To sign the Bank's form of settlement of balances and release.
  - (5) To receive all monies and to give receipts for same.

**24. EXECUTION OF CONTRACTS**

- a) The Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements or other documents requiring the Corporate Seal.
- b) The Board shall, by resolution, authorize for execution any other document by the President and Chief Executive Officer or such other officers or employees as the Board may deem necessary.
- c) Deeds, transfer documents, assignments, contracts and obligations on behalf of the Corporation may be signed by the Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, and the Corporate Seal shall be affixed to such instruments.

**25. CORPORATE FUNDS**

- a) The Board may transfer or loan funds, or other financial instruments, with interest to be established by the Finance and Administration Committee, to Corporate Affiliates or to a Foundation that has as its purposes and objects those that are in agreement with the purposes and objects of this corporation.
- b) The Board may invest in securities authorized by the Trustee Act of the Province of New Brunswick, the following:
  - (1) All endowment monies bequeathed in trust to the Board for the use of the Corporation or other monies accruing to the Corporation by lawful means;
  - (2) All Corporation monies not required for operating expenses.
- c) Notwithstanding the provision of Paragraph a), the Board may, in its discretion, retain investments not authorized by the Trustee Act which are given or bequeathed to the Corporation in specie.
- d) No benefit given, devised or bequeathed in trust to or for the use of the Corporation for endowment purposes, shall be hypothecated, transferred or assigned to obtain credit or to receive funds.

**26. AUDITOR**

At each Annual Members Meeting of the Corporation, an Auditor shall be appointed for the purpose of auditing and verifying the accounts of the Corporation for the current year, and the report shall be submitted at the next Annual Members Meeting.

The Auditor shall not be a Member of the Corporation.

The Auditor shall not be in partnership with a Member of the Corporation nor be an employee, nor spouse of a Member of the Corporation. The remuneration of the Auditor shall be determined from time to time by the Board.

**27. OTHER SERVICES**

The Board may also from time to time require other services, such as legal and medical, which may be required on an ongoing basis, and for which a professional fee may be paid, or require the provision of goods with a high service content and not ordinarily subject to the tendering process. Should such a service be required, the individual or firm may be appointed by the Board, by appropriate means.

The individual or individuals so appointed shall not be a Member of the Corporation, nor shall they be in a partnership with a Member of the Board, nor an employee, nor a spouse of a Member of the Corporation.

The remuneration for such a service shall be determined from time to time by the Board.

**28. APPOINTMENT AND DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

The President and Chief Executive Officer shall be appointed or dismissed, only by resolution of the Board of Directors.

The Board of Directors shall appoint a President and Chief Executive Officer whose qualifications, authority and duties shall be defined in a written statement approved by the Board of Directors.

The President and Chief Executive Officer shall be responsible to the Board for the operation of York County Properties Inc.

The President and Chief Executive Officer should be qualified by education and/or experience appropriate to the discharge of the required duties.

The President and Chief Executive Officer, acting within policies and authority established by the Board of Directors, shall be the Chief Executive Officer and responsible for the management of York County Properties Inc.

The President and Chief Executive Officer shall be a non-voting ex officio member of all Standing Committees of the Board, ~~except the Governance and Audit Committee~~

**29. RESERVE OR TRUST FUNDS**

The Board may from time to time set aside such sums as they deem fit as a reserve fund or funds to meet contingencies for repairing, improving and maintaining any of the property of the Corporation, replacing wasting assets, forming an insurance fund and for such other purposes as the Board shall, in their absolute discretion, think conducive to the interest of the Corporation. It may divide the reserve fund into such special funds as may be thought fit, with full power to employ the assets constituting the reserve fund in the business of the Corporation without being bound to keep the same separate from other assets.

**30. AMENDMENT OF BYLAWS**

These Bylaws may be amended at an annual, regular or special Meeting of the Board of York County Properties Inc., but such amendments require a minimum of one month's Notice of Motion. The Notice of Motion must be submitted in writing with the proposed amendment, together with the names of the Mover and Secunder and shall be posted at York County Properties Inc. for a period of at least ten days prior to the meeting at which the amendment is to be moved. Such amendment shall be circulated to the Board Members and, for adoption, shall require a two-thirds majority of those present, provided a quorum is present. Such amendments shall be effective when approved by the Board of Directors and subject to conformity with Provincial Acts and Regulations.

**31. REPEAL**

**ALL BYLAWS** hereto enacted are repealed from and after coming into force of this Bylaw Number 1 without prejudice to any action theretofore taken hereunder.

**32. COMING INTO FORCE**

This Bylaw shall come into force on ~~January~~ 23, 20~~17~~21, through a Board of Directors Meeting of the Corporation.

Enacted this ~~23<sup>rd</sup>~~ day of ~~January~~, 20~~17~~21.

WITNESS the Corporate Seal of the Corporation.

\_\_\_\_\_  
~~Lyne St. Pierre-Ellis~~Gary Beattie, CHAIR

\_\_\_\_\_  
~~Mel McGuigan~~\_\_\_\_\_, SECRETARY

RESOLUTION OF THE BOARD OF DIRECTORS  
of  
**York Developments Inc.**  
(the “[Corporation]1”)

**WHEREAS** the Directors of the Corporation are authorized from time to time to borrow money upon the credit of the Corporation and it is in the best interests of the Corporation that the Directors exercise such authority.

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The Corporation approved at a meeting of the Board of Directors held on November 8, 2021, the execution and delivery by the Corporation of a Loan/Contribution Agreement dated November 9, 2021 (“**Agreement**”) to be made between Canada Mortgage and Housing Corporation (“**CMHC**”) and the Corporation providing for funding in the total principal amount of one hundred and thirty-nine thousand and nine hundred and ninety-nine (\$139,999.00) Dollars (“**Funding Amount**”) for the Project.
2. Any two directors or officers of the Board of Directors of the Corporation, or any combination thereof, are hereby authorized for and on behalf of the Corporation to execute or cause to be executed under its corporate seal or otherwise, the Agreement and such other documentation as required by the Agreement, with such alterations, additions, amendments and deletions as may be approved by such persons executing the same whose signature shall be conclusive of such authorization.
3. Such directors or officers of the Board of Directors of the Corporation, are hereby authorized for and in the name of the Corporation to execute and deliver under the corporate seal or otherwise all such other documents and to do all such other acts and things as may be necessary or desirable to give effect to this Resolution and to perform the obligations of the Corporation.

Dated the 8th day of November, 2021.

***\*The signatories of the Seed Funding Agreement(s) must provide a signature sample below\****

\_\_\_\_\_  
Name:  
Title:

\_\_\_\_\_  
Name:  
Title:

or

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2021.

**Motion #**

**CARRIED (by electronic vote)**

**Abstain:**

1 To be adjusted by joint solicitor depending on the nature of the Borrower.



## **Report to the Board**

President & Chief Executive Officer

For the period: August 31 to November 5, 2021

### **Prepared By:**

Tony Weeks, President & Chief Executive Officer

Presented on November 8, 2021

## 1.0 ANNUAL OPERATING GOALS

### 1.1 STRATEGIC PLAN – ANNUAL OPERATING GOALS

- The visual below summarizes progress towards our 5-year strategy, including progress for the current fiscal year.
- Progress on specific goals are reported at the quarterly board committee meetings and included in the supporting staff reports.

Annual Strategic Scorecard		2019 / 2020	2020 / 2021	2021 / 2022	2022 / 2023	2023 / 2024
Care Services	Target (goals)	5	3	3	TBD	TBD
	Avg % Progress	93%	64%	59%		
Resources	Target (goals)	10	4	3	TBD	TBD
	Avg % Progress	68%	70%	10%		
Environment	Target (goals)	10	2	3	TBD	TBD
	Avg % Progress	74%	55%	47%		
Partnerships	Target (goals)	7	3	3	TBD	TBD
	Avg % Progress	100%	67%	42%		
Research	Target (goals)	8	2	3	TBD	TBD
	Avg % Progress	94%	100%	42%		
Year End Target (# of goals)		40	14	15	TBD	TBD
Avg Goals Achieved		86%	71%	40%		

## 2.0 CARE SERVICES

### 2.1 CURRENT PANDEMIC STATUS & HIGHLIGHTS

- There are ZERO COVID cases at York Care Centre.
- We have been managing through COVID for more than 604 days in total.
- 79 CEO pandemic family updates provided.
- Weekly CEO updates to staff.
- 180+ family members trained as caregivers.
- 99% (214) residents fully vaccinated. 177 residents have had a booster shot.
- All visitors, contractors, students, required to show proof of vaccination to enter.
- Approximately 97% of employees vaccinated or on track for second dose.
- Approximately 3% of employees have not yet provided proof.
- As of October 4<sup>th</sup>, any employee who has not provided proof of vaccination must test three times weekly – this process is working well, with full compliance thus far.
- Booster shots have not been mandated for employees; however, all employees may now visit a local pharmacy or an RHA clinic for their third dose.

### 2.2 CLINICAL INDICATOR REPORTING

- As of December 2021, New Brunswick long-term care clinical indicators will be accessible for public viewing on [www.yourhealthsystem.ca](http://www.yourhealthsystem.ca).
- Once posted, the public will be able to compare YCC to the rest of NB and all of Canada.
- Publicly posted indicators may appear differently than what is present at quarterly board meetings. This is due to a risk adjustment that is completed prior to publicly posting. The quarterly indicators that we report on will continue to be the metrics we rely on.
- From a continuous improvement perspective, the Care Services Team is focusing on specific clinical indicators each quarter.

### **2.3 HOURS OF CARE INCREASE**

- On April 27<sup>th</sup>, Social Development announced a funding increase for Nursing Homes.
- We were previously funded at 3.1 hours of care per resident (RN, LPN, RA, Rehab, Unit Clerks).
- As of October 2021, we are funded at 3.2 hours of care per resident.
- As of April 2022, we will be funded at 3.3 hours of care per resident.
- If all funding lands according to plan, we will see an increase of about 16,000 hours by April 2022 - about eight full-time equivalent positions. Equal to a budget bump in the range of \$650,000.

### **2.4 ADULT DAY PROGRAM**

- The YCC Adult Day Program has been suspended for the duration of the pandemic. This has left a significant void in similar programs across the greater Fredericton area.
- In addition, the Fredericton Hospice is closing its Adult Day Program permanently. They previously operated a similar level of service as YCC.
- I have asked Care Services and Financial Services to develop a plan for a phased re-opening, include a break down of revenues and expenses, particularly if we were able to absorb the clients from the Hospice ADP.

### **2.5 ANNUAL INFLUENZA VACCINATIONS**

- Resident and employee vaccinations are currently underway.

## **3.0 PEOPLE & CULTURE**

### **3.1 LEADERSHIP TRAINING & PROFESSIONAL DEVELOPMENT**

- Three members of the Senior Leadership Team have completed the Excellence in Healthcare Leadership program with Saskatchewan's Johnson Shoyama Graduate School of Public Policy. The program was a four topic, online executive training program designed to strengthen health administrators' and policy makers' visioning and leadership skills.
- Our internal Excellence in Leadership, Level 2 program had to be postponed due to COVID-19.
- CEO is a board member on the American College of Healthcare Executives (ACHE Canada), as well as Chair of the ACHE Canada Communications Committee.
- Three members of Senior Leadership Team are now members of ACHE Canada.

### **3.2 EMPLOYEE REWARDS & RECOGNITION**

- The industry is very competitive in terms of recruitment and retention.
- After examining what has been historically offered, and listening to employees about what's important to them, we've introduced a new framework that will recognize and reward employees for long-term service, real time instant rewards, and general scholarship access.
- We are also continuing with our \$20,000 annual investment in the employee GET Inspired Wellness Committee and maintaining free membership to the YCC fitness centre.
- The Refer-a-Friend program is also ongoing – if an employee helps to recruit a hard to fill position (RN or LPN) they qualify for a one-time cash incentive.

### **3.3 RECRUITMENT**

- Recruitment is ongoing. We continue to have success in our efforts to recruit in all positions; however, the market is challenging.
- Currently working on a recruitment video to highlight the benefits of living in New Brunswick and why York Care Centre is an employer of choice.

### **3.4 POTENTIAL NURSES STRIKE**

- We have been (unofficially) informed that the RNs are currently exploring going on strike.
- RN bargaining is managed centrally and includes RNs at York Care Centre.
- We have pre-determined essential service numbers for RNs – under normal circumstances about 105 hours per day - during strike conditions they can only reduce to 68 hours per day.
- We will watch this closely and adjust staffing to minimize disruption - if a strike does occur.

### **3.5 York Care Centre Vaccine Mandate**

- As of November 19<sup>th</sup>, all employees must have provided proof of full vaccination (or medical exemption) or be placed on unpaid leave.
- The YCC policy is that unvaccinated employees will be placed on unpaid leave for 14-days starting November 19<sup>th</sup> through to December 3<sup>rd</sup>.
- If an employee remains unvaccinated after December 3<sup>rd</sup>, we will be advising of termination.
- Both CUPE and the Nurse's Union advised of next steps on November 5, 2021.
- Letters to be distributed to impacted employees, the morning of November 8<sup>th</sup>.

## **4.0 FACILITIES & INFRASTRUCTURE**

### **4.1 THE WETLANDS PROJECT**

- As previously reported/discussed, we submitted for SEED funding to support the design stage of The Wetlands Project.
- Recently received an email from the Canadian Mortgage and Housing Corporation (CMHC) that our request was approved.
- SEED funding is in the amount of up to \$134,999.
- \$34,999 is non-repayable, the remaining \$99,000 is drawn on as needed, and is re-payable.
- Next step is to explore most appropriate partnership to refine design/costing/feasibility and submit to CMHC for mortgage consideration.
- We will also re-engage board building committee as soon as some of the pieces come together.
- As a separate board agenda item, we will need to pass a resolution for the SEED funding documents.

### **4.2 TIMELINE HISTORY WALL**

- As part of our updating of the various donor & recognition walls, we've been working on the history of YCC. Much of this was included in the recently released Board Organizational Guide.
- The timeline history wall will be on the opposite wall of Dave's café. The timeline will start in the pre-YCC days and end in 2022.

## **5.0 NAME CHANGE**

### **5.1 NAME CHANGE & BYLAW UPDATES**

- The name change from York Manor Inc. to York Care Centre Inc. requires a Bylaw amendment.
- Amendments were made and reviewed/approved at the last Governance & Audit Committee meeting.
- Once the Bylaw changes are approved by the board, the official name change process is complete.



## **Report from the YCF Board Chair to the YCC Board of Directors**

November 8, 2021

### **1. Status of YCC/YCF Memorandum of Understanding**

- The YCC loan has been fully paid off.
- The current arrangement of YCC Leadership supporting YCF will continue.
- YCC is charging the Foundation \$1,700 per month for leadership and support.

### **2. Scholarships**

- The Foundation awarded two Judy Yeamans' Scholarships to YCC (Care Services) employees.
- The leadership team is developing a policy to refine the Scholarship award process, which will include the recommendation of a second scholarship for \$2,000 annually. The second scholarship will be available to all employees.
- The draft policy and recommendation will be brought back to the Foundation for consideration.

### **3. Memory Lane Campaign**

- This project continue to be led by Birchgrove staff, with funding through the York Care Foundation.
- Over \$30,000 raised for this project.
- The team has completed the redesign of the nurses station, the front corridor murals, and work is underway in the new Nashwaaksis Lion's Club Café along with additional wall murals.

### **4. Laugh for Care Gala**

- The November 2021 Gala had to be cancelled due to COVID activity.
- We may plan for a February (Valentine themed) event.

### **5. Golf Fore Care**

- Already thinking about the 2022 Golf Fore Care event!
- Considering West Hills Golf Course.

### **6. Joint Committee for Donor / Recognition Wall**

- The committee has finalized the new Donor Recognition & Stewardship policy.
- Digital displays working well, with a variety of marketing and donor recognition activities displayed.

### **7. Play\$2Care 50 / 50 Draw**

- The online Play\$2Care 50/50 is progressing well.
- The Board has supported its continuation as a means of passive revenue generation.

### **8. Holiday Wreaths Sales**

- This year the Foundation is aiming to sell 600 wreaths.
- 400+ orders so far!

### **9. Holiday Cookbook Magazine**

- The second annual holiday cookbook is currently in design, featuring recipes from employees, residents, and families.