

**Governance & Audit Committee
Q1 Review
AGENDA
Thursday September 28, 2023 at 5:00pm
Zoom**

<https://us02web.zoom.us/j/82861425950?pwd=cldneEx2ck1PWGQvS1BFenBQZkgvQT09>

Meeting ID: 828 6142 5950

Passcode: 335228

Item	Description	MRP
1.0	Call to Order & Introductions	Deborah Wybou
2.0	Declarations of Conflict of Interest	Deborah Wybou
3.0	Approval of Agenda	Deborah Wybou
4.0	Approval of Previous Minutes: June 12, 2023*	Deborah Wybou
5.0	Business Arising	
6.0	New Business	
6.1	Nursing Home Inspection Report*	Geri Geldart
6.2	Report to Governance and Audit Committee*	Geri Geldart
6.3	Annual Workplan*	Geri Geldart
6.4	Board Member Candidate Review	Geri Geldart
6.5	Board Director Orientation/Education – discussion	Geri Geldart
6.6	Corporate Policy Review – Updated Index*	
6.7	Board Schedule*	Geri Geldart
8.0	Date of Next Meeting: December 7, 2023 5PM	Deborah Wybou

Minutes of meeting of the Governance & Audit Committee Monday June 12, 2023 at 5:30pm

Present: Lyne St-Pierre-Ellis, Gary Beattie (Virtual), Tracey Burkhardt, Keith McAlpine, Wayne Snowdon, Marjorie Belzile, Doug Holt, Andrea Seymour, Pierre LeBlanc
Staff: Geri Geldart, Byard Smith
Regrets: Kevin Roherty, Trina McDonald
Guests: Andrew Logan, Jordan Hughes (Teed Saunders Doyle)

1. Call to order & Introductions

Mr. Beattie (Chair) called the meeting to order at 5:35pm.

2. Declarations of Conflict of Interest

Mr. Beattie asked members to review the agenda and self-identify if there was the potential for a conflict of interest. No conflicts were identified.

3. Approval of Agenda

The agenda was approved as presented.

4. Approval of Previous Minutes: January 26, 2023

*It was moved by Marjorie Belzille and seconded by Keith McAlpine that the Minutes of January 26, 2023 be accepted as presented by the Governance & Audit Committee.
- Motion carried*

5. Business Arising

5.1 Momentum Access Audits

Ms. Geldart gave an update on the process for these audits. The first audit will be done as test in the summer, after which we will determine an ongoing process.

6. New Business

6.1 Draft Audited Financial Statements

- Mr. Logan from Teed Saunders Doyle presented the results of the audit of the financial statements for the year ended March 31, 2023. It was concluded that based on testing, there are no issues regarding evidence of fraud, theft etc. and that we are second to none in internal control.
- TSD is issuing a clean audit opinion for YDI and CIRA and a qualified opinion for YCC, as in prior years.
- Mr. Logan noted a qualification around depreciation of buildings. York Care Centre has a policy to record depreciation on the original buildings equal to the principal reduction of long-term debt rather than based on estimate of the asset's useful life, which is a departure from ASPNO.
- It was highlighted that we are the only nursing home audited by TSD with a qualification of retirement allowance disclosure; however, it was noted that there is no liability as we are fully funded by the Province.
- It was noted that there was an error on page 30 under operating expenditures, which should be \$7225 higher. This results in a change of net income (loss) which will go down by \$7225.
- Regarding the financial statements, Mr. Logan commented that it has been a good break-even financial year with a small surplus of just over \$236,000 in YCC.
- Questions were addressed.

[Mr. Logan and Mr. Hughes left the meeting]

6.2 Draft Unaudited Statements

6.2.1 York County Properties

- Mr. Smith presented the unaudited statements. It was highlighted that the mortgage interest revenue is \$876; bank interest is \$14,740.
- The cash balance is \$449,169 cash as of March 31, 2023.

It was moved by Pierre LeBlanc and seconded by Doug Holt that the audited financial statements for YCC as amended, YDI and CIRA and the unaudited statements for YCP be accepted and recommended to the Board for acceptance.

- Motion carried

6.3 Appointment of Auditors 2023/24

- Mr. Smith confirmed the fees for the audits decreased by 13% the past year; and fees increased only 5% for 2023-24. Mr. Smith recommended the committee appoint the TSD as the auditors for the next year.

It was move by Pierre LeBlanc and seconded by Lyne St-Pierre-Ellis that Teed Saunders Doyle be recommended to the Board of Directors as the auditors for next year's financial audit.

-Motion carried

It was moved by Doug Holt and seconded by Lyne St-Pierre-Ellis that the recommendation to review our accounting policies be referred to the Finance Committee for consideration.

- Motion carried

6.4 Draft 2022/23 Annual Report

- Ms. Geldart presented the draft annual report. The content includes a message from the Chair and the CEO, an update on accomplishments related to the strategic plan and a brief summary of financial position. The final version will go to the Board for approval.

6.5 Appointments

6.5.1 Re-Appointments

- Mr. Beattie shared that two members are up for reappointments. Mr. Beattie will connect with Ms. MacDonald and Ms. Born.
- It was noted that we have one vacancy coming up as Mr. Beattie's third term is ending.

It was moved by Lyne St-Pierre-Ellis and seconded by Wayne Snowdon that Trina MacDonald and Marilyn Born be recommended for reappointment and approval by the Board of Directors.

- Motion carried

6.5.2 Chair of Committees

- Mr. LeBlanc expressed willingness to chair the Finance Committee for the next year.
- Mr. McAlpine expressed willingness to chair the Research and Ethics committee for the next year.
- Ms. Wybou indicated interest in serving as the chair of Governance and Audit Committee for the next year.
- Ms. Lyne St-Pierre-Ellis expressed willingness to chair the Care Services Committee for the next year.

It was moved by Pierre LeBlanc and seconded by Marjorie Belzile that Lyne St-Pierre-Ellis be recommended to the Board for the position of chair of the Care Committee.

- Motion carried

It was moved by Wayne Snowdon and seconded by Marjorie Belzile that Deborah Wybou be

***recommended to the Board for the position of chair of the Governance and Audit Committee.
- Motion carried***

6.5.3 Executive Officers

- Mr. Snowdon agreed to continue in his position as secretary.
- Mr. Beattie shared that there is a vacancy for the position of vice chair for the upcoming year.

6.6 Board Assessment Results

- Mr. Beattie shared the results of the board survey. There was nothing significant to note.
- It was noted that we may need to revisit the ratings so that there's more clarity, i.e. requiring a yes or no answer.
- It was agreed that Ms. Geldart will meet with committee chairs over the summer to review what is in terms of reference and lay out a workplan for the year.
- There was discussion regarding the frequency and length of meetings, as well as the underutilization of the executive committee. It was agreed that education sessions may need to be separate from board meetings.

6.7 Draft Meeting Schedule

- The Committee Meeting schedule was reviewed and no conflicts were noted.

6.8 Briefing Note: Quarterly Attestation – Mandatory Remittances

- Ms. Geldart gave context for this recommendation, which comes as a follow-up to an earlier request that management prepare quarterly attestation statements regarding mandatory financial matters.
- Given that the purpose of the attestation is to satisfy the board's responsibility to ensure that mandatory remittances have been made, and that such assurance must be provided by management, the committee accepted the recommendation that a statement in the quarterly CEO report be included to verify if all mandatory remittances have been made, and if not, provide an explanation for any variance.

It was moved by Wayne Snowdon and seconded by Tracey Burkhardt to recommend to the Board that the CEO quarterly report confirm all remittances due have been made, and an explanation for variance be provided if needed. - Motion carried

7. Discussion

- Mr. Roherty was thanked for his years of service on the committee.

It was moved by Mr. Snowdon that the meeting adjourn.

Gary Beattie (Chair)

Renee Lowe, Minutes



September 13, 2023

York Care Centre
Ms. Geri Geldart
100 Sunset Drive
Fredericton , NB
E3A 1A3

RE: FOLLOW UP ACTIONS TO THE 2023 INSPECTION REPORT

Dear Ms. Geldart;

Thank you for the correspondence received on Aug 18, 2023, advising the Department of the actions taken to correct the areas of non-compliance identified in the inspection completed on June 28 & 29, 2023.

I will update the nursing home inspection file with the information provided that outlines the steps taken to assure compliance with the *Nursing Homes Act*. The area of non-compliance will be noted as resolved effective Aug 18, 2023, except for the following:

* In addition to the registered nurse referred to in Reg.85-187 s. 18(a), care staff is in attendance at all times in appropriate ratios.

* Every nursing home shall ensure an initial care conference with the multidisciplinary team providing a resident's care is held within 6 weeks following the resident's admission and, at the minimum, yearly thereafter. This care conference shall discuss the plan of care and any other matters of importance to the resident and his or her substitute decision maker (if any).

* The nursing home does continually assess, plan, design and implement programs and services to meet the current and future needs of the residents in order to achieve the best possible outcome. The following programs are in place but not limited to:

Fall Prevention and Management Program
Skin and Wound Care Program
Pain Management Program
Continence Care and Bowel Management Program

The nursing home does continually assess, plan, design and implement programs and services to meet the current and future needs of the residents in order to achieve the best possible outcome. The following programs are in place but not limited to:



Fall Prevention and Management Program
Skin and Wound Care Program
Pain Management Program
Continence Care and Bowel Management Program
Nutrition and Hydration Program
Behavior Management Program
Medication Management Program.

* The programs and services have a written description which include:
The goals and directives
The methods to reduce risks
The methods to monitor outcomes
The protocols for the referral of residents to specialized resources where required.

* Procedures are in place to address risks to the residents' health and safety which include:
Documentation that the resident and the restraining device are examined at least every two (2) hours by a registered nurse or some other person on Procedures are in place to address risks to the residents' health and safety which include:
Documentation that the resident and the restraining device are examined at least every two (2) hours by a registered nurse or some other person on the direction of the nurse.

I will clear these areas of noncompliance once compliance has been achieved in relation to [Reg. [Reg.85-187 s. 18(c)], [Standard B-II-1], [Standard B-III-1], and [Reg.85-187 s. 20(3)(c)]

Thank you for your prompt attention and continued cooperation with the inspection process.

Michelle Virtue
Liaison Officer/
Adult Community Resources
Department of Social Development

Cc: Jamie Roy

NURSING HOME INSPECTION WORKSHEET – Corrective Action Plan

NURSING HOME / FOYER DE SOINS:
York Care Centre Inc.
INSPECTION DATE / DATE
D'INSPECTION:
June 28 & 29, 2023

Administrator / Directeur (trice) général(e):
 Geri Geldart, President & CEO
 Director of Nursing / Directeur (trice) des soins:
 Jamie Roy, Vice President, Care Services & Quality

Number of Beds / Nombre de lits:
 218
 Relief Care Bed / Lit de relève:
 2

DEPT. and PAGE #	Act. – Reg. Standard Loi - Règl. – Norme	AREA OF NON-COMPLIANCE / ENDROIT DE NON-CONFORMITÉ	REPEAT / RÉPÉTITION	RESIDENT IDENTIFICATION #, DETAILS	CORRECTIVE ACTION TO BE COMPLETED BY / MESURES DE CORRECTION À ÊTRE COMPLÉTÉES PAR	CORRECTIVE ACTION PLAN
Administration Page 11	[NHA s. 14(1)]	There is a complete and up-to-date record for each resident from the time of admission to the time of discharge. This record includes the following: A comprehensive care.	No	On inspection it was noted that the following chart did not have an up-to-date comprehensive care plan. Closed chart 373-000-536.	August 23, 2023	Aug 1/23 – Email sent to RNs & LPNs on the process for reviewing care plans. Unit Coordinators will be doing audits monthly to ensure care plans are up to date.
Administration Page 11	[Reg.85-187 s. 22]	The medical record of each resident contains the following: The date, time and findings of an examination and treatment	No	On inspection it was noted that physician orders did not include a date on the following open charts 373-000-909 and	August 23, 2023	Aug 2/23 – Email sent to the physicians along with policy M-24. Aug 3/23 – Email sent to RNs along with policy M-24 as a reminder to include the date on orders from the physician.

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				373-000-886.		Chart 373-000-886, we could not find any orders that were not dated.
Resident Services Page 16	[Reg.85-187 s.18(c)]	In addition to the registered nurse referred to in Reg.85-187 s. 18(a), care staff is in attendance at all times in appropriate ratios.	Yes	On inspection it was noted that the daily care hours were short 42.61 hours.	August 23, 2023	Active recruitment of RNs, LPNs, PSWs is ongoing via social media and Indeed. Recruitment mission to Philippines (February 2023) – extended 13 offers of employment. Refer a Friend Program to attract registered staff.
Resident Services Page 18	[Standard B-II-1]	Comprehensive Care Plan shall be completed, within the approved electronic care planning system platform, no later than seven days after the completion of each LTCF assessment.	No	On inspection it was noted that care plans were not up-to-date on the following open charts 373-000-825 373-000-186	August 23, 2023	Once we have 3 months of care compliance, we will notify our LO. June 28/23 – Care plans for both individuals were updated as per the new process initiated last year. Aug 1/23 – Email sent to RNs & LPNs on the process for reviewing care plans. Unit Coordinators will be doing audits monthly to ensure care plans are up to date (see attached).
Resident Services Page 20	[Standard B-II-1]	Every nursing home shall ensure an initial care conference with the	No	On inspection it was noted that the following chart did not have a 6-week	August 23, 2023	Part of the operational goals for YCC 2023-24 is to improve the “welcoming” process for new residents and their families. This includes establishing a new

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		multidisciplinary team providing a resident's care is held within 6 weeks following the resident's admission and, at the minimum, yearly thereafter. This care conference shall discuss the plan of care and any other matters of importance to the resident and his or her substitute decision-maker (if any).		initial care conference 373-000-825		"resident review" process 4-6 weeks after admission by December 2023 (see attached). We will submit the new process to our LO in December 2023.
Resident Services Page 22	[Reg.85-187 s. 40.1]	Care audit demonstrates that the resident(s) receive adequate care to meet their needs in regards to their over-all health and well-being.	No	On inspection a door outside of Birch Grove was alarmed to which there was no staff response.	August 23, 2023	By September 30/23 – Do alarm drills with staff and provide education so staff understand the process and know what to do in response to an alarm.
Resident Services Page 23	[Standard B-III-1]	The nursing home does continually assess, plan,	No	On inspection it was noted that there were four	August 23, 2023	By November 30/23 – Complete the 4 programs and submit to our LO.

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		design and implement programs and services to meet the current and future needs of the residents in order to achieve the best possible outcome. The following programs are in place but not limited to: Fall Prevention and Management Program Skin and Wound Care Program Pain Management Program Continence Care and Bowel Management Program Nutrition and Hydration Program Behavior Management Program		programs missing. Fall Prevention and Management Program Pain Management Program Behavior Management Program Medication Management Program.		By December 31/23 – Have all the programs accessible to staff for reference.

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		Medication Management Program.				
Resident Services Page 23	[Standard B- III-1]	The programs and services have a written description which include: The goals and directives The methods to reduce risks The methods to monitor outcomes The protocols for the referral of residents to specialized resources where required.	No	On inspection it was noted that there were four programs missing. Fall Prevention and Management Program Pain Management Program Behavior Management Program Medication Management Program	August 23, 2023	By November 30/23 – Complete the 4 programs and submit to our LO. By December 31/23 – Have all the programs accessible to staff for reference.
Resident Services Page 25	[Standard B- IV-4]	On a quarterly basis, the physician or nurse practitioner complete an evaluation of all prescriptions and non-prescription	No	On inspection it was noted that open chart 373- 000-725 did not have quarterly medication reviews.	August 23, 2023	By August 31/23 – our process for medication reviews is done well but we recognize that there is a gap with our internal transfers. We are creating a checklist for internal transfers to ensure nothing gets missed

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		medications used by each resident.				when a resident moves from one unit to another. We will submit this to our LO once complete.
Resident Services Page 25	[Standard B-IV-5]	Policies and procedures are in place for the delegation of medication administration to unregulated health care workers.	No	On inspection it was noted that there was no policy to support delegation of medication administration to unregulated health care workers.	August 23, 2023	Aug 17/23 - Policy developed to support the delegation of medication administration to resident attendants. This policy has been shared with RAs, LPNs, and RNs (see attached). Starting in the fall, will plan to have pharmacy do education on applying creams and ointments/suppositories for all care staff.
Resident Services Page 25	[Reg.85-187 s. 21(e), (j), Standard B-IV-8]	No resident keeps or is permitted to keep medication on his or her person or in his or her room unless there is an authorization by the attending physician, a pharmacist, a nurse practitioner or a nurse on the resident's chart and conditions are established in accordance with	No	On inspection two medication were found in a resident's room on Dixon. Open chart 373-000-713	August 23, 2023	As part of the new policy (D-19) developed on delegating medication administration to resident attendants; it does discuss having the medications locked up and not leaving them at the bedside (see attached). This will also be discussed when doing the education with pharmacy in the fall. Unit Coordinators are doing quarterly bedside audits which include checking for medications at the bedside.

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Resident Services Page 28	[Reg.85-187 s. 20(3)(c)]	Procedures are in place to address risks to the residents' health and safety which include: Documentation that the resident and the restraining device are examined at least every two (2) hours by a registered nurse or some other person on the direction of the nurse	No	On inspection it was noted that open charts for June 2023 did not have consistent two-hour documentation 373-000-750 373-000-909	August 23, 2023	As part of the Healthy Senior's Pilot Project with NBANH, we are reviewing how we manage restraint use. We have recently created a Restraint Committee that has their first meeting on August 10 th , 2023, and they plan to review the Least Restraint policy to ensure it is up-to-date and then they plan to do education on what the expectations are for care staff in regards to monitoring and documentation. August 3/23 – Email sent to the RNs and LPNs to ensure they are following up with the RAs regarding the Q2hr restraint documentation. Policy L-06 was also included in the email (see attached).

ION PLAN	DEPT. and PAGE #	Act. – Reg. Standard Loi - Règl. – Norme	RECOMMENDED AREA TO BE CORRECTED/ ENDROIT À CORRIGER SELON LA RECOMMANDATION	RESIDENT IDENTIFICATION #, DETAILS	CORRECTIVE ACTION PLAN
RECOMMENDATION/ RECOMMANDATION	Administration Pg. 9	Reg. 85- 187 s. 9.03	Acceptance or bypass of a client on the Nursing Home Waiting List, and discussions related to required action planning, as applicable.	Your policy states residents can be refused on the waitlist. Please amend to show bypass or acceptance as the two options.	Aug 8/23 – Policy A-10 updated (see attached)
RECOMMENDATION/ RECOMMANDATION	Environment p. 41	Standard D-I-2	Infection Prevention and Control Program regarding: - A process that verifies, documents, and audit education and training for all staff, residents, visitors, and volunteers at orientation and at minimum yearly.	Please be prepared to show process during 2024 annual inspection.	Aug 18/23 – will be prepared to show process during 2024 inspection.



Report to the Governance & Audit Committee

For the period: April 1, 2023 to June 30, 2023

Quarter 1 Activity

The purpose of this report is to apprise the Board's Governance and Audit Committee of key activities within each quarter of the fiscal year, including an up date on key performance indicators and the strategic Partnerships pillar. Accordingly, the Committee receives four reports per year with content from the following senior leaders.

Senior Leader

Geri Geldart, President and CEO

Key Areas of Reporting

Governance, Policy, Board Recruitment,
Community Engagement, Audit, Social Media

1. Nursing Home Inspection Report

- a. We received the report of our annual Nursing Home Inspection from the Department of Social Development (DSD) on July 10, 2023. The inspection identified 12 areas of non-compliance. Over the summer, our team, led by Jamie Roy, prepared an Action Plan Response which were submitted to DSD in July. DSD responded on September 13, 2023 accepting our action plan.
- b. We have five remaining areas of non-compliance which have not yet been rectified.
 - i. *Care staff is in attendance at all times in appropriate ratios.*
 - Staffing continues to be a significant concern.
 - ii. Every nursing home shall ensure an initial care conference....within 6 weeks following the resident's admission.
 - This was missed for a resident who was transferred between units. Process has been modified to eliminate this risk.
 - iii. *The following programs are in place – Fall Prevention and Management, Skin and Wound Care, Pain Management Program, Continence Care and Bowel Management.*
 - We have policies and a variety of supporting documents which support our clinical practices in these areas, but it appears that DSD is looking for a more formalized format / presentation.
 - *The programs and services have a written description which includes goals, directives, etc..* We have policies and a variety of supporting documents which support our clinical practices in these areas, but it appears that DSD is looking for a more formalized format / presentation.
 - iv. *Procedures are in place to address risks to the residents health and safety which include documentation that resident and restraint is examined every two hours.*
 - Work in underway to refresh our restraint management program.
- c. Jamie Roy and her team have plans in place to address each of these areas of non-compliance and we expect to successfully address all before the end of the calendar year, with the exception of the staffing standard.

2. Board Membership & Recruitment

- a. We lost four members of the board in recent months. Gary Beattie completed his maximum term of nine years. Trina MacDonald, Marilyn Born and Keith MacAlpine submitted resignations.
- b. We have used social media to solicit expressions of interest for board membership. At this time, we have three potential candidates to consider.

3. Board Policy Work

- a. There is a total of 40 board policies.
- b. 7 board policies require review / revision as their last review date was 2016.
- c. The board may wish to consider holding an education session on the Policy Governance Model (Carver Model) prior to completing any further policy review

4. Board Orientation / Education

- a. Hopefully, if we are successful in recruiting new members, we will need to hold an orientation session. Perhaps this could be combined with an education session for the full board.

5. Social Media, Communications and Engagement

- a. I hope the committee agrees that we have increased our social media presence, all due to the excellent work by our Marketing and Communications Coordinator.
- b. We are currently working on a formal communication plan for the organization and we hope to bring this to the next Governance Committee.

6. Partnerships

- a. In partnership with Business Fredericton North and the York Care Foundation, we held three very successful outdoor concerts which were attended by members of our YCC community as well as members of the general public.
- b. We held a Quality Improvement workshop in partnership with Healthcare Excellence Canada. The workshop provided us with the opportunity to invite our colleagues from the Region 3 Nursing Homes. This was a great opportunity to explore a new role for us under the Centre of Excellence banner as a provider / facilitator of education events. Following the workshop, a forum was held with the administrators to explore future areas of collaboration.

7. Progress on Operational Goals – Partnership Pillar

- All goals which were due in Quarter 1 have been completed.

Note: Shaded Cell Indicates the Target Date for Completion

Partnerships Pillar	Q1	Q2	Q3	Q4
Goal 1: To increase awareness and understanding of goals, objectives and proposed actions with YCC. (Staff, Families, Volunteers and Partners)				
To develop and implement a comprehensive communication plan which addresses internal and external audiences.				
Plan with implementation targets to be developed by August 2023.	In progress			
Implementation targets tracked quarterly	Not started			
Improved employee rating of communication on quarterly pulse survey.	Complete			
Goal 2: To increase YCCs leadership position in the community by improving the level and volume of effective partnerships.				
To identify new opportunities for YCC to evolve its role as a Centre of Excellence in partnership with other organizations (Region 3 Nursing Homes, AlzheimersNB, etc). A new program or service established in alignment with the Centre of Excellence concept by end of year.	In progress			
Establish a fund development plan for York Care Foundation.	In progress			
Develop and implement a donor recognition policy for York Care Foundation.	Complete			
Goal 3: To increase volunteer participation				
Rebuild the volunteer program by increasing the number of active volunteers. Increase by 10% by September 2023, and 20% by December 31, 2023	In progress			
Launch a marketing campaign focused on volunteer recruitment.				



Governance & Audit Committee - Annual Work Plan 2023/24

Introduction

The purpose of this document is to provide committee members with background and context information to support their plans for the upcoming board year. Each standing committee of the board is asked to establish a proposed workplan for the upcoming board year. A workplan will ensure that staff are prepared to bring appropriate information to the committee to support its work.

Section 1 provides excerpts from the committee terms of reference, specifically the purpose and scope statements. These terms of reference were reviewed and approved by the board in the 2022/23 year.

Section 2 provides excerpts from the Board's Strategic Plan which are aligned with the mandate of the Governance and Audit Committee. Work of the committee should support the organization in achieving the objectives of the strategic plan.

Section 3 provides excerpts from Management's operating plan which are aligned with the mandate of the Governance and Audit Committee. The CEO and the executive team are responsible for the developing and implementing the operating plan in support of the overall strategic plan. The Committee can expect progress updates from the leadership team.

Section 4 is a summary of the accomplishments of the Governance and Audit Committee in the previous year, as well as any issues which were considered / addressed.

Section 5 is a list of issues which might be of interest / concern to the Committee when planning for the upcoming year.

Section 6 is a list of committee members.

Section 7 is a proposed workplan for the committee. This is a draft and should be discussed at the September meeting. The committee is asked to present a final workplan to the board of directors at the October meeting.

Section 1 - Excerpts from the Terms of Reference

The purpose of the Committee is to make recommendations to assist the Board by providing advice, recommendations and comments on the development and review of policies, processes and procedures and its financial and licensing oversight responsibilities and promote community engagement.

The Committee will provide recommendations to the development and operation of governance, financial and licensing policies, processes, and procedures, which include:

1. The roles and responsibilities of the Board of Directors, Committees and officers.
2. The nomination, selection, orientation, training of members of the Board of Directors.
3. Monitoring attendance and behaviors of Board and Community members, and recommending appropriate actions as required.
4. An annual assessment of the Board of Directors and committees.
5. Matters pertaining to conflict of interest.
6. Reviewing and recommending the appointment, scope and fees of the external auditors to the Board of Directors.
7. Receiving and reviewing the results of the external audit, financials and procedures with the Chair of the Finance and Administration Committee and the President and CEO and making recommendations to the Board of Directors.
8. Reviewing and recommending the inspection results regarding service requirements in alignment with the Nursing Homes Act and Regulations with the Chair of the Care Committee and President and CEO and report recommendations to the Board for review.
9. Making recommendations to the Board regarding community engagement and partnerships.

Section 2 - Excerpts from the Strategic Plan which align with the Governance and Audit Committee Mandate

The Partnerships Pillar

- Partnerships are essential to our provision of service.
- To maintain and improve the services being provided both within YCC facilities and within our catchment area, it is imperative that strong partnerships be established with our residents, staff, volunteers, health professionals, families, government and non-governmental agencies, and the community as a whole. Our partnership with the York Care Foundation is essential not only to increase the visibility of YCC but also to ensure that the Foundation can assist with financial and operational requirements.

Goals

1. To increase awareness and understanding of goals, objectives, and proposed actions with YCC (staff, families, volunteers, and partners)
2. To increase YCC leadership position in the community by improving the level, volume and effectiveness of partnerships.
3. To increase volunteer participation.

Section 3 - Excerpts from Management's Operating Plan which align with the Governance & Audit Mandate

The Partnerships Pillar

- 1a. To develop and implement a comprehensive communication plan.
- 2a. To identify new opportunities for YCC to evolve its role as a Centre of Excellence in partnership with other organizations (NBANH, AlzheimersNB)
- 2b. Establish a fund development plan for York Care Foundation
- 2c. Develop and implement a donor recognition policy for York Care Foundation.
- 3a. Rebuild the volunteer program by increasing the number of active volunteers.

Section 4 - Issues & Accomplishments from 2022/23

- Terms of Reference updated for all board committees.
- Review of the Year End Audited and Unaudited financial statements and the auditors' report.
- Quarterly reporting from the Chief Executive Officer
- Board orientation held.
- Discussion regarding education needs of board members (Risk management, quality framework, resident data-collection and usage, demographic trends affecting YCC, Financial overview – funding, Human Resources – recruitment strategies, HR data)
- Review of certain board policies – but several were deferred to due to concerns with general substance of the policies.
- Reviewed the results of the Nursing Home Inspection Report.
- Discussion regarding privacy of residents' personal health information.
- Conducted a board evaluation.
- Reviewed the application of a potential new community member for the Care Services Committee.
- Recommendations for changes in board executive and chair positions.
- Board Bylaw revisions completed and approved by Board and by Minister.

Section 5 - Issues to Consider for Upcoming Year

- Generally strong results on committee evaluation. Areas which scored below 90% include ensuring that matters brought before the committee align with the terms of reference, having the agenda circulated on time, meetings are professionally managed and members are heard when they speak.
- YCC operates under a Policy Governance Model (also known as the Carver Model). Would board members benefit from an education session on the principles of the Carver Model. This may help in the committee's policy review/revision work.
- We have not yet resolved the issue of indemnification agreements.
- Further consideration of the skills and experience for the next series of board appointments (board members and community members of committees).
- Should the board consider the creation of a nominating committee to handle board appointments.
- Should we modify our method of conducting board assessments?
- There is a long gap between the Q3 and Q4 meetings. The Q4 meeting is moved to June to be able to receive the Auditors report. Should there be a normal Q4 meeting in April / May and a special meeting of the Governance Committee to address the Auditors' report?

Section 6 - Committee Membership

- Deborah Wybou, Chair
- Lyne St-Pierre-Ellis
- Wayne Snowdon
- Tracey Burkhardt
- Andrea Seymour
- Marjorie Belzile – ex officio
- Geri Geldart, ex officio

Section 7 - Proposed Workplan for Governance and Audit Committee

Meeting	Date	Reports and Documents
Q1	Thursday, Sept 28, 2023 @ 5:00 PM	<ul style="list-style-type: none">• CEO Report• Policy review – as needed.• Nursing Home Inspection Report• Planning – Board Orientation / Education Sessions• Board member recruitment – skills matrix• YCF – Donor Recognition Policy – for information.
Q2	Thursday, Dec 7, 2023 @ 5:00 PM	<ul style="list-style-type: none">• CEO Report• Policy review – as needed.• Board evaluation – process and methodology• Review of Communication Plan• YCF – Fund Development Plan – for information.
Q3	Thursday, Feb 8, 2024 @ 5:00 PM	<ul style="list-style-type: none">• CEO Report• Policy review – as needed.• Discussion – Evolution toward “Centre of Excellence”• Board membership – terms of office• Board Executive and Committee Chairs for 2024-25• New Board member appointments.
Q4	Thursday, April 25, 2023 @ 5:00 PM	<ul style="list-style-type: none">• CEO Report• Policy review – as needed.• Presentation – Volunteer Program at YCC• Recommendations – Board Evaluation
June meeting	Monday, June 10, 2024 @ 5:00PM	<ul style="list-style-type: none">• CEO Report• Policy review – as needed.• Year End Financial Statements and Auditors Report• Recommendation – Appointment of Auditors• Recommendation – Approval of Annual Report• Recommendations – Board Appointments

YORK CARE CENTRE CORPORATE GOVERNANCE POLICIES

I N D E X

Governance Process

Gov-A-100	Assessment: Board Chair and Members	Jan 25, 2021
Gov-B-105	Board Committee Principles	Nov 28, 2022
Gov-B-110	Board Responsibility	Jan 26, 2023
Gov-B-112	Board Members Acknowledgement of Role & Responsibility	Mar 29, 2021
Gov-B-115	Board Members Code of Conduct	Jan 25, 2021
Gov-B-120	Board Membership Skill Matrix	Jan 25, 2021
Gov-C-125	Chairperson's Role	Nov 28, 2022
Gov-C-126	Change in Membership	Nov 28, 2022
Gov-C-127	Conflicts of Interest (Resolving)	Nov 28, 2022
Gov-C-130	Cost of Governance	Nov 28, 2022
Gov-C-135	Communication to Government, Regulators & Stakeholders	Nov 28, 2022
Gov-G-140	Global Governance Process	Jan 26, 2023
Gov-N-260	Nominating Process	Jan 25, 2021
Gov-N-261	York Foundation Representative	Jan 26, 2023
Gov-O-265	Orientation- new Board Members	Nov 28, 2016
Gov-R-270	Reimbursement to members for out-of-pocket expenses	Nov 28, 2016
Gov-R-275	Resolution Book	Nov 28, 2016
Gov-R-278	Retirement/Resignation Gifts	Nov 28, 2016
Gov-S-280	Strategic Plan	Jan 25, 2021
Gov-T-185	Timely Submission to Members	Jan 25, 2021

Board President & CEO Linkage

Gov-Link-A-310	Accountability - President & CEO	Oct 15, 2020
Gov-Link-D-320	Delegation to the President & CEO	Oct 15, 2020
Gov-Link-G-330	Global Board-President & CEO Linkage	Oct 15, 2020
Gov-Link-M-340	Monitoring President & CEO Performance	Oct 15, 2020
Gov-Link-P-345	President & CEO	Oct 15, 2020
Gov-Link-U-350	Unity of Control	Oct 15, 2020

Executive Limitation

Gov-Exec-A-405	Asset Protection	Jan. 25, 2021
Gov-Exec-C-410	Communication and Support to the Board	Oct. 15, 2020
Gov-Exec-E-420	Emergency Planning	Oct. 15, 2020
Gov-Exec-E-425	Emergency President & CEO Replacement	Oct. 15, 2020
Gov-Exec-E-430	Employment, Compensation and Benefits	Jan. 25, 2021
Gov-Exec-F-435	Financial Condition and Activities	Jan 25, 2021
Gov-Exec-F-440	Financial Planning and Budgeting	Oct 15, 2020
Gov-Exec-G-445	Global Executive Constraint	Oct 15, 2020
Gov-Exec-I-455	Internal Controls and Integrity of Reporting	Oct 15, 2020
Gov-Exec-R-470	Relationship with Stakeholders	Oct 15, 2021
Gov-Exec-T-475	Treatment of Staff	, 2021

Ends

Gov-Ends-E-510	Employer of Choice	Nov 28, 2016
Gov-Ends-P-530	Purpose	Nov 28, 2016
Gov-Ends-R-550	Residence of Choice	Nov 28, 2016

2023/2024

Board & Committee Meeting Schedule

September/October 2023 – 1st Quarter Review				Package Distribution	Committee Chair	Executive Lead(s)
Research & Ethics	Tuesday	5-Sept	4:00	Tues, Aug 29th		Justine
Care Services	Thursday	14-Sept	4:00	Friday, Sept 8th	Lyne St-Pierre-Ellis	Jamie
Finance & Administration	Monday	25-Sept	5:30	Wed, Sept 20th	Pierre LeBlanc	Byard/Shelley/Michel
Governance & Audit	Thursday	28-Sept	5:00	Friday, Sept 22nd	Deborah Wybou	Geri
Board of Directors	Tuesday	03-Oct	5:30	Wed, Sept 27th	Marjorie Belzile	Geri
NOVEMBER/DECEMBER 2023 – 2 ND Quarter Review				Package Distribution	Committee Chair	Executive Lead(s)
Research & Ethics	Tuesday	28-Nov	4:00	Wed, Nov 22nd		Justine
Care Services	Thursday	30-Nov	4:00	Friday, Nov 24th	Lyne St-Pierre-Ellis	Jamie
Finance & Administration	Monday	4-Dec	5:30	Wed, Nov 29th	Pierre LeBlanc	Byard/Shelley/Michel
Governance & Audit	Thursday	7-Dec	5:00	Friday, Dec 1st	Deborah Wybou	Geri
Board of Directors	Monday	11-Dec	5:30	Wed, Dec 6th	Marjorie Belzile	Geri
JANUARY/FEBRUARY 2024 – 3 RD Quarter Review				Package Distribution	Committee Chair	Executive Lead(s)
Research & Ethics	Tuesday	30-Jan	4:00	Wed, Jan 24th		Justine
Care Services	Thursday	1-Feb	4:00	Friday, Jan 26th	Lyne St-Pierre-Ellis	Jamie
Governance & Audit	Thursday	8-Feb	5:00	Friday, 2nd	Deborah Wybou	Geri
Finance & Administration	Monday	12-Feb	5:30	Thursday, Feb 8th	Pierre LeBlanc	Byard/Shelley/Michel
Board of Directors	Monday	19-Feb	5:30	Wed, Feb 14th	Marjorie Belzile	Geri
MARCH 2024 – Budget Meeting				Package Distribution	Committee Chair	Executive Lead(s)
Finance & Administration	Monday	18-Mar	5:30	Thursday, Mar 14th	Pierre LeBlanc	Byard/Shelley/Michel
Board of Directors	Monday	25-Mar	5:30	Thursday, Mar 21st	Marjorie Belzile	Geri
APRIL/MAY 2024 – 4 TH Quarter Review				Package Distribution	Committee Chair	Executive Lead(s)
Research & Ethics	Tuesday	23-Apr	4:00	Wed, April 17th		Justine
Care Services	Thursday	2-May	4:00	Friday, April 26 th	Lyne St-Pierre-Ellis	Jamie
Governance & Audit	Thursday	25-Apr	5:00	Thurs, April 18th	Deborah Wybou	Geri
Finance & Administration	Monday	6-May	5:30	Wed, May 1st	Pierre LeBlanc	Byard/Shelley/Michel
Board of Directors	Monday	13-May	5:30	Wed, May 8th	Marjorie Belzile	Geri
JUNE 2024				Package Distribution	Committee Chair	Executive Lead(s)
Governance & Audit	Monday	10-Jun	5:00	Thursday, June 6th	Deborah Wybou	Geri
Board of Directors	Monday	17-Jun	5:30	Thursday, June 13th	Marjorie Belzile	Geri
Annual General Meeting	Monday	17-Jun	6:30	Thursday, June 13th	Marjorie Belzile	Geri