

**NANAIMO & DISTRICT HOSPITAL FOUNDATION  
BOARD OF DIRECTORS MEETING  
December 8, 2020 at 8 am – Zoom**

- **Call to Order**
- **Approval of the Agenda** (A)
- **Chair's Report – M. Jenkins** (I)
- **CEO's Report – J. Perrino – Board Dashboard** (I)
- **Consent Agenda Items:** (A)
  - Approval of Minutes
    - September 29, 2020 – Regular Board Meeting
    - September 29, 2020 – Incoming Board Meeting
  - Monitoring Reports:
    - EE6 – Revenue Generation & Business Enterprise
    - EE7 – Financial Condition
    - EE9 – Investments
- **Committee Reports:** (A)
  - Finance Investment & Audit
    - Q2 Financial Report
    - BW9A – Risk Management & Insurance Policy Review
    - EE6 – Revenue Generation & Business Enterprise
    - EE10 – Endowing of Funds
  - Governance
    - BW14 – Officer Roles
    - BW15 – Board Committees
- **Other Business:** (D)
  - Confidential Conflict of Interest Questionnaire
  - Update from the NRGH Site Director (Marci Ekland)
- **Future Meeting Dates:** (I)
  - **Tuesday, March 23, 2021 – 8 am**
  - **Strategic Planning Meeting - TBD**
- **Adjournment**
- **In Camera Meeting**
  - With the CEO
  - Without the CEO
- **Adjournment – In Camera Meeting**

(A) – Action

(D) – Discussion

(I) - Information

<b>Policy Type: Board Work</b> <b>Policy Name: Risk Management</b>	<b>Policy Number: BW9A</b> <b>Date of Acceptance of Policy: June 26, 2014</b>
<b>Date to Review Policy: Annually</b>	<b>Date Policy Reviewed: <del>August 30, 2019</del> <u>November 26, 2020</u></b> <b>Date Policy Revised: <del>September 10, 2019</del> <u>December 8, 2020</u></b>

The Board is responsible for developing, implementing and monitoring a Risk Management Plan. The Board works closely with the CEO who reports ~~bi-monthly~~quarterly through the Executive Expectations (EE's) to the Board. The Board reviews the risk exposure identified in the Plan, and the adequacy of the proposed solution to manage the risk, working closely with the CEO to mitigate the risk.

The Board is tasked with ensuring the implementation of the Risk Management Plan. It is the CEO's responsibility to identify any risks arising during the year and not addressed in this Plan, and to ensure the Board is fully briefed on the risk, and the proposed solution.

Attached is a copy of the Risk Management Plan Grid.

**Nanaimo & District Hospital Foundation**

**Risk Management Assessment - Updated September 2020**

#	Risk Sector	Risk	Description	Impact			Probability			Mitigation	Assigned To	Current Project
				Low	Med	High	Low	Med	High			
1	Financial/Strategic Risk	<b>ICU Campaign is delayed and does not include the HAU (High Acuity Unit)</b>	Ability to raise funds diminishes; NRGH has a new ICU but ability to care for high acuity patients is diminished. Donors may be disappointed, ICU staff may not get what they need			X			X	Continue to lobby, support, and keep informed of progress on ICU HAU approval. Update: ICU will continue for the Christmas Appeal, and HAU addition may be announced in the next few months.	<b>CEO/Board</b>	Development of Campaign Fundraising Plan is underway, creative is underway, and Communications & Marketing Plan is in place.
2	Operational Risk	<b>Retirement/Resignation of Staff/Board</b>	Key Staff Positions leave unexpectedly; Board turnover is too great			X			X	A detailed Succession Plan is in place and recently reviewed. Nominations Committee will consider Board terms	<b>CEO/CFO/Board</b>	Succession Plans for Code Brew and Lifeline are also complete.
3	Reputational/Financial Risk	<b>Negative Press for Island Health</b>	Limits Foundation's ability to Fundraise. Corporate Culture Document Union Negotiations Change of Service Supplier C-Difficile or Norwalk Outbreak		X				X	Ensure Foundation is in regular touch with IH Communications Staff; develop key messages and methodologies for potential issues	<b>CEO</b>	Regular monitoring of all Media. Regular meetings between NDHF and IH
4	Financial/Strategic Risk	<b>Philips Lifeline Technology or Model</b>	Technology improvements to product offerings are always being made, but the demand for products is high causing supply delays - eg. GoSafe			X			X	Ensure regular attendance at Philips information briefings and training; keep inventory up to date as much as possible	<b>CEO/CFO</b>	Lifeline Executive Director in regular communication with Philips Lifeline. Staff Training is current.

5	Strategic Risk	<b>Relationship with NRGH Auxiliary</b>	The relationship with the Auxiliary has thawed somewhat, but they continue to distance themselves from the Foundation. The risk if this continues is that fundraising opportunities are diluted.	X				X		Continue to monitor Auxiliary activities. Regular discussions with IH leadership ensure that they understand the difficulties.	<b>CEO</b>	Auxiliary have been approached for a major gift to the ICU. Discussions are ongoing.
6	Strategic Risk	<b>External Fundraising</b>	Other Community Organizations fundraise in our area: Children's Health Foundation is building a 'Janece Place' at NRGH, and United Way continues to be well supported by Island Health.		X			X		Continue to work on key strategic relationships within the community. In particular, pay close attention to the activities of other Hospital Foundations (Victoria) fundraising in our area.	<b>All Staff &amp; Board</b>	
7	Strategic Risk	<b>Change in Island Health Senior Leadership</b>	Possible changes in Strategic Direction or Funding Model impacting Foundations			X	X			Continue to strengthen relationship with IH Leadership within NRGH and Executive	<b>CEO/Board</b>	
8	Hazard Risk	<b>Major External Disaster</b>	Evacuation from the office due to catastrophic event (Earthquake, Fire etc.) Limited or no access to office, files, and systems			X	X			Business Continuity Plans are in place and monitored to ensure potential adverse effects on the workplace are minimized. Staff would work from home. Systems are backed up remotely by IH and Blackbaud	<b>All Staff</b>	Foundation has substantial insurance including D&O Liability Insurance
9	Hazard/Financial Risk	<b>Covid-19</b>	Covid-19 'Second Wave' hits in the Fall of 2020. Office is closed down, NRGH is closed to all but essential workers/services, all construction at NRGH is halted		X				X	Foundation Staff will work from home as before, so business would continue. Code Brew would layoff staff and close. ICU/Endoscopy/Cardiac/Lobby/Code Brew projects would cease.	<b>CEO</b>	Code Brew would provide no income, but no expenses either. Fundraising plans would be impacted by halt in projects.

10	Reputational/Financial Risk	<b>Fraud &amp; Error</b>	Risk of material misstatement on Financial Statements as a result of fraud and/or error			X	X		Comprehensive guiding principles and policies are in place and regularly reviewed. Strong internal controls are also in place which ensure segregation of duties wherever possible	CFO	Annual Audit. D&O Liability Insurance. New Auditors recently appointed.
11	Reputational/Operational Risk	<b>Loss of Records/Privacy Breach</b>	Privacy Breach of Donor Records, or Breach of Confidentiality (Board or Staff)			X	X		Confidentiality agreements are in place for all staff and Board members. Most donor records are electronic with significant security protocols in place	All Staff & Board	D&O Liability Insurance
12	Reputational/Operational Risk	<b>Non-Compliance with CRA Fundraising Guideline</b>	The Foundation does not comply with the FR Guideline, and in particular the FR Ratios			X	X		The CFO keeps track of and monitors the Foundation's FR Ratios after each Charitable tax Return is filed. An audit by the CRA in 2007 found us in compliance. If the CRA determined we were not in compliance, we could lose our charitable status.	CEO & CFO	Ongoing monitoring of CRA ratios and categorization of revenues and expenses for the Charitable Tax Return.
13	Reputational/Financial Risk	<b>Island Health does not follow through with Projects as planned</b>	The Foundation loses current or potential major donors if they feel the projects they fund do not proceed in a timely fashion			X		X	The CEO is in regular touch with Island Health leadership to ensure they are aware of the importance of proceeding with projects as presented. The Board continues with the Priority Planning work it began in July/August 2019	CEO/Board	The Board Chair and CEO converse with IH executive as applicable to ensure alignment of priorities. The CEO has built solid relationships with local community organizations and politicians to ensure projects are well supported

\*Foundation Insurance Policy renewed in April, 2020

\*All CRA and Government Reports & Remittances are up to date

<b>Policy Type: Executive Expectations</b> <b>Policy Name: Revenue Generation and Business Enterprises</b>	<b>Policy Number: EE 6</b> <b>Date of Acceptance of Policy:</b> October 3, 2009
<b>Date to Review Policy:</b> Annually	<b>Date Policy Reviewed:</b> <del>November 14, 2019</del> <u>November 26, 2020</u> <b>Date Policy Revised:</b> <del>November 19, 2019</del> <u>December 8, 2020</u>
<b>Monitoring Type and Frequency:</b> Internal/Annual	<b>Monitoring Dates:</b> November

The CEO is responsible for obtaining funding to support the mission of the Foundation. Such funding activities should not jeopardize the financial or reputational standing of the Foundation.

Accordingly, the CEO shall:

1. Spend donated funds in a manner that complies with CRA requirements for registered charities;
2. Seek Board approval prior to the establishment of any new business;
3. Seek Board approval to expand an existing business where the anticipated expenses to expand will exceed \$50,000;
4. Seek Board approval prior to lending unrestricted funds, required for continuing normal operations, to any of the Foundation's existing businesses in excess of \$100,000.

<b>Policy Type: Executive Expectations</b> <b>Policy Name: Endowing of Funds</b>	<b>Policy Number: EE10</b> <b>Date of Acceptance of Policy:</b> October 3, 2009
<b>Date to Review Policy:</b> Annually	<b>Date Policy Reviewed:</b> <del>November 14, 2019</del> <u>November 26, 2020</u> <b>Date Policy Revised:</b> <del>November 19, 2019</del> <u>December 8, 2020</u>
<b>Monitoring Type and Frequency:</b> Internal/Annual	<b>Monitoring Date: November</b>

The CEO is responsible for managing the Endowment Funds in a manner consistent with the spirit of the donation as well as the direction of the Foundation's Strategic Plan.

Accordingly, the CEO shall:

1. Manage the current or new Endowments in a manner that will ensure the Foundation is in compliance with the Income Tax Act
2. Develop an Endowment Agreement for any new Endowments. The Agreement will set out the terms for management of the Endowment, and shall include any investment considerations, or designations, as appropriate



<b>Policy Type: Board Work</b> <b>Policy Name:— Officer &amp; Board Roles</b>	<b>Policy Number: BW14</b> <b>Date of Acceptance of Policy: -October 3, 2009</b>
<b>Date to Review Policy:</b> —Annually	<b>Date Policy Reviewed: -October 2, 2019</b> <u>December 2, 2020</u> <b>Date Policy Revised:— November 19, 2019</b> <u>December 8, 2020</u>

1. The Officers of the Foundation are named in the Bylaws at Section IV, Paragraph 20 as Chair, Vice Chair, Past Chair, and Treasurer. Section IV, Paragraph 20 also lists
- ~~2. The current Bylaws list~~ the roles and responsibilities of these Officers as required by the Board.
- ~~3. The Officers are elected by the Board~~ to serve the Foundation by ensuring that certain legal responsibilities under the BC Societies Act are met.
- ~~3. In addition to the Officers, there are two Board roles: the Secretary, and the Governance Committee Chair. Although not defined in the bylaws, they have specific duties, and are therefore included in this policy.~~

## Officer Roles

### Board Chair

The Chair is accountable for the integrity of the Board and its work and for representing the Board to outside stakeholders. The Chair:

- Is a Signing Officer;
- Sets the agenda and chairs meetings of the Board in accordance with the Constitution and Bylaws, Board Policies and Robert's Rules of Order (latest revision);
- Ensures the Board package (agenda & attachments) is sent to Directors a minimum of one week prior to the Board meeting;
- Is an ex-officio, voting member of all Board Committees;
- Safeguards the integrity of the Board by:
  - Ensuring the Board's performance is consistent with the Board's policies and those requirements legitimately imposed upon it from outside the Foundation;
  - Ensuring the Board's work is conducted in an efficient, timely, fair and orderly manner;
- Represents the Board. The Chair is the only Board Director authorized to speak for the Board and for the Foundation unless specified by a Board motion.

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The authority of the Chair consists only of making decisions and/or stating positions on behalf of the Board which fall within, and are consistent with, any reasonable interpretation of Board policies. The Chair has no authority to make new Board policies. The Chair does not vote at Board meetings, except to break a tie.

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### **Vice Chair**

The Vice Chair is responsible for replacing the Chair in the Chair's absence. The Vice-Chair:

- Is a Signing Officer;
- Chairs Board meetings in the absence of the Chair;
- Plans and leads the annual Board orientation and retreat;
- Chairs the Nominations Committee and keeps a record of the Nominations Committee meetings.

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### **Past Chair**

This position is held by the Immediate Past Chair for a one year term. The Past Chair:

- Adds continuity to the Board, especially during the transition to the new Chair of the Board;
- Supports and mentors the new Chair;
- Assists the Chair as needed by performing duties and tasks as assigned by the Chair.

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### **Treasurer**

The Treasurer chairs the Finance, Investment, and Audit Committee (FIAC). The Treasurer:

- Is a Signing Officer;
- Ensures regular meetings of the FIAC occur and that a record of those meetings is kept;
- Communicates any concerns from the Board to the auditor;
- Presents the Draft Audited Financial Statements to the Board, in concert with the auditor;
- Presents the Final Audited Financial Statements at the Annual General Meeting (AGM);
- Makes a motion at the AGM to appoint an auditor, if required, for the upcoming fiscal year;
- Ensures all regulatory and statutory payments are made as required.

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### **Board Roles**

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### **Secretary**

The CEO acts as Secretary for the Foundation, per the Bylaws, Sec X Paragraph 33. The Secretary is responsible for the preparation and custody of the minutes of the proceedings of the Society and of the Directors, and of such other books and records of the Society as the Directors may from time to time determine. The Secretary:

- Ensures that accurate minutes are taken at all meetings;
- Ensures the minutes of Board meetings are distributed to Board Directors within two (2) weeks following each Board meeting;
- Ensures the Board's 'minute book' is current and includes the agenda, and signed minutes and attachments for each Board meeting;
- Tracks bylaw changes and ensures these are archived on the Foundation website;
- Ensures the Foundation's Annual Report, and other documentation as required, is filed with the BC Corporate Registry.

#### The Governance Committee Chair:

- Monitors Board compliance with the current governance model and recommends corrective action when necessary
- Responds to questions about the Board governance model and how it impacts specific situations from time to time
- Ensures all Board Policies are reviewed annually
- Leads the annual Board Evaluation process, including a review and/or update of the Board's "Ends" Policies to ensure the Board is achieving the Ends as stated, and that the Ends are still appropriate and adequately defined. Board Policy BW1 – Board Job Description, provides reference for the Board Evaluation.

The Board Evaluation Plan should include:

- A self-evaluation of the Board by the Board Members;
- An evaluation by the CEO focusing on how well the Board is providing direction and feedback.

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<b>Policy Type: Board Work</b> <b>Policy Name: –Board Committees</b>	<b>Policy Number:- BW15</b> <b>Date of Acceptance of Policy:-</b> October 3, 2009
<b>Date to Review Policy:</b> Annually	<b>Date Policy Reviewed:-</b> <del>October 2,</del> <u>2019December 2, 2020</u> <b>Date Policy Revised:—</b> <del>November 19,</del> <u>2019December 8, 2020</u>

The Board may establish Committees from time to time to assist it in carrying out its responsibilities.

1. Standing Committees ~~established named~~ in the Foundation’s Bylaws are managed by the Board.
2. Committees of the Board ~~are shall be~~ created by the Board.
3. Committees of the Board may speak and/or act for the Board only when the authority to do so has been specifically granted by a motion of the Board.
4. Committees of the Board exist to advise the Board in its deliberations. Mandates may include preparation of policy alternatives and implications, bylaw review, nominations and elections or any other part of the Board’s responsibilities.
5. The relationship between either the CEO or the staff of the Foundation and a Committee of the Board will be determined by the CEO or Board as appropriate.
6. Terms of Reference of the Committee shall be established when the Committee is struck and will include the duration of the Committee’s existence, as well as costs and allocated staff.
7. When the Board strikes a Committee, it will determine the following:
  - Name of the Committee
  - Task(s) of the Committee
  - Duration of the Committee, if ad hoc
  - Chair of the Committee
  - Committee Membership, Voting Structure, and Quorum
  - Accountability
  - Requirements of the Committee for CEO/Staff time
  - Budget requirements
  - Reporting obligations
8. Further details such as membership responsibilities and timelines may be provided in the first Committee report.

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## COMMITTEE TERMS OF REFERENCE

### FINANCE, INVESTMENT & AUDIT COMMITTEE (FIAC)

PURPOSE: FIAC is a Standing Committee of the Board, established in the Bylaws at Section V, paragraph 24. Its purpose is to provide oversight of financial management and performance of the Foundation, to review any areas of financial concern and risk, and to report these to the Board. It is responsible for the review of major business cases and proposed investment decisions and to make appropriate recommendations to the Board.

#### Finance tasks of the Committee are:

- To review budgets prepared by staff, and recommend approval of the annual budget to the Board;
- To ensure regular and accurate monitoring of funds and report to the Board thereon;
- To monitor financial performance, measurement, and reporting, and report to the Board;
- To establish and review the long-term financial plan for Board approval.

#### Investment tasks of the Committee are:

- To oversee the Foundation's short and long term investments, ensuring compliance with the established Investment policy;
- To ensure the investment objectives and policies are consistent and appropriate.

#### Audit tasks of the Committee are:

- To ensure an external auditor is appointed, if required, at the Annual General Meeting;
- To approve the terms of engagement of the external auditor;
- To meet with the auditor to review and approve the audit plan;
- To report on the audit plan to the Board;
- To receive the auditor's draft audit report;
- To make recommendations for changes to the bylaws or Board policies regarding the external audit.

#### Chair of the Committee:

The Committee is chaired by the Treasurer.

#### Committee Membership:

- In addition to the Treasurer, a minimum of two other Directors shall be appointed to the Committee by the Board;
- Each member will serve on the FIAC until the next FIAC is formed after the AGM
- The Board Chair is an ex-officio, voting member of the Committee, and the CEO is an ex-officio, non-voting member of the Committee;
- A Quorum exists if two Directors are present;
- Decisions are made by simple majority.

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**Accountability:**

The Finance, Investment and Audit Committee is a standing committee of the Board of Directors and acts in an advisory capacity to the Board.

**Requirements of the Committee for CEO and staff time:**

- The CEO and CFO are required to attend each committee meeting. Other staff may be required by the CEO to attend;
- The Treasurer ensures that a complete record of minutes is maintained, and that members are notified of meetings.

**Budget requirements:**

The Treasurer will recommend to, and seek approval from the Board for any costs associated with meetings and/or Director development.

**Reporting obligations:** The Treasurer will provide a report to the Board of each Committee meeting.

**GOVERNANCE COMMITTEE**

**PURPOSE:** The Governance Committee is a Standing Committee of the Board established in the Bylaws at Section V paragraph 25. Its purpose is to ensure the Board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, monitoring of Board activities, and evaluation of the Board's performance.

**TASKS:** The Committee ensures the Board is able to govern the Foundation effectively by:

- Creating, reviewing, and monitoring Board Policies and Procedures, particularly as they relate to the roles, duties, and responsibilities of the Board, Committees, individual Directors, and the CEO;
- Ensuring training, coaching, and mentoring for Board Directors is provided so they may develop their own skills as Board members
- Making sure all Board members feel confident in their knowledge of the Foundation's Vision, Mission, Values, Budget, and Ends.
- Ensuring an annual assessment of the Board's strengths and weaknesses through Board and Committee evaluations is conducted
- Reviewing and recommending updates, where necessary, of the Foundation Bylaws to the Board
- Monitoring Board compliance with policies BW9 – Principles of Policy Based Governance, and BW10 – Governing Style, and recommending corrective action when necessary
- Providing an orientation to policy governance, and the Board's policy manual, at the annual orientation for new Board Directors
- Working with the Board Chair and CEO to plan the outcomes and agendas of Board Strategic Planning sessions, typically held each year.

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- Providing Board Directors with all information and documents so they are adequately prepared and able to fully participate in Strategic Planning sessions, which provide an opportunity for the Board to:
  - review, discuss, and recommend changes to the Foundation Strategic Plan and Ends Policies;
  - address Board Learning and Orientation;
  - identify Board initiatives and focus for the upcoming year.

**Chair of the Committee:**

The Board Chair shall recommend the Chair of the Governance Committee from the current Directors to the Board for approval.

**Committee membership:**

- In addition to the Chair of the Committee, a minimum of two other Directors shall be appointed to the Committee by the Board
- Each member will serve on the Governance Committee until the next Governance Committee is formed after the AGM
- The Board Chair is an ex-officio, voting member of the Committee, and the CEO is an ex-officio, non-voting member of the Committee
- A quorum exists if two Directors are present
- Decisions are made by simple majority

**Accountability:**

The Governance Committee is a standing committee of the Board of Directors and acts in an advisory capacity to the Board.

**Requirements of the Committee for CEO/Staff time:**

The CEO and CFO provide support to the Committee

**Budget requirements:**

The Chair of the Governance Committee will recommend to, and seek approval from the Board for any costs associated with meetings, Director development, and Director and Board evaluation.

**Reporting obligations:**

The Committee Chair will provide a report to the Board of each Committee meeting.

**NOMINATIONS COMMITTEE**

**PURPOSE:** The Nominations Committee is a standing committee of the Board established in the Bylaws at Section V paragraph 23. Its purpose is to prepare a slate of candidates for election to the Board of Directors at the Annual General Meeting.

**TASKS:** The Committee ensures that the Board Directors possess the skills, qualifications, and background necessary to govern the Foundation effectively by:

- Enlisting input from the Board and CEO for potential Board members;

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- Identifying, qualifying, and nominating for Board approval, candidates to fill Board vacancies when they arise;
- Completing a needs assessment related to Board composition by:
  - Evaluating the optimum mix of skills, knowledge and experience on the Board, taking into account the challenges and opportunities facing the Board in the future.
  - Using the evaluation to develop a profile of the roles and capabilities required prior to identifying and recommending individuals for nomination
- Working with the Board on formulating succession plans for the Board and in particular for the key roles of Officers of the Board;
- Interviewing prospective Board members for 'fit' with the Foundation Board;
- Providing an overview of the Foundation, the policy-based governance model, roles and responsibilities of Board Directors, including time commitments, to new Board Directors. Discussing any planned absences with new Directors that would result in missed meetings;
- Bringing a motion to the Board prior to the AGM, recommending prospective Board Director(s) for election to the Foundation Board for a one or two year term at the next AGM;
- Recommending, if deemed necessary, the appointment of a Director prior to the AGM if a vacancy occurs mid-year. The Director would then be elected at the next AGM;
- Overseeing the Nomination and Election process according to the Bylaws;
- Leading the Election process at the AGM;
- Reviewing, monitoring and ensuring new Board Directors receive proper orientation and follow-up.

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**Chair of the Committee:**

The Committee is chaired by the Vice Chair of the Board.

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**Committee Membership:**

- In addition to the Chair of the Committee, a minimum of two other Directors shall be appointed to the Committee by the Board
- Each member will serve on the Nominations Committee until the next Nominations Committee is formed after the AGM
- The Board Chair is an ex-officio, voting member of the Committee, and the CEO is an ex-officio, non-voting member of the Committee
- A quorum exists if two Directors are present
- Decisions are made by simple majority

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**Accountability:**

The Nominations Committee is a standing committee of the Board of Directors and acts in an advisory capacity to the Board

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**Requirements of the Committee for CEO/staff time:**

The CEO and CFO provide support to the Committee.



**Budget requirements:**

Minimal

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**Reporting Obligations:**

The Committee Chair will provide a report to the Board of each Committee meeting.

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**BUSINESS ADVISORY COMMITTEE**

**PURPOSE:** The Business Advisory Committee is an ad hoc committee of the Board, and is convened at the call of the Board Chair. While the primary purpose of any business enterprise undertaken by the Foundation is to offset the operating costs of the Foundation, secondary benefits such as increasing the Foundation profile in the community may be considered. Any new business opportunity, or substantial expansion of existing businesses, may have major implications for the financial and reputational well-being of the Foundation. Accordingly, the Business Advisory Committee will evaluate all aspects of any potential new business opportunity, or the significant expansion of an existing business and make recommendations to the Board.

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**TASKS:** The tasks of the Committee are:

- To review business opportunities including those being presented by the CEO;
- To evaluate the financial and reputational worthiness of any planned acquisition of a new business or the significant expansion of an existing business;
- To explore and research business opportunities which may include partnerships;
- To make recommendations to the Board;
- To act as a sounding board.

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**Chair of the Committee:**

A Board Director shall be appointed by the Board to Chair the Committee

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**Committee membership:**

- A minimum of two other Directors shall be appointed to the Committee by the Board;
- The Board Chair is an ex-officio, voting member of the Committee, and the CEO is an ex-officio, non-voting member of the Committee;
- A minimum of one community leader with expertise in business development, or other relevant experience, may be appointed by the Board;
- A quorum exists if two Directors are present
- Decisions are made by simple majority

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**Requirements of the Committee for CEO/Staff time:**

The CEO and CFO provide support to the Committee.

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**Budget requirements:**

Costs for the meeting room, refreshments, AV requirements, printing of materials.

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**Reporting obligations:**

6- The Committee Chair will provide a report to the Board of each Committee meeting.

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**APPENDIX A**

**CONFIDENTIAL DECLARATION OF INTEREST QUESTIONNAIRE**

**COMPLETE AND RETURN THIS QUESTIONNAIRE TO THE CEO**

Where a potential Conflict of Interest exists, provide full details in the space below as to the nature of the situation, or relationship, giving rise to that Conflict. Use additional pages if necessary.

**INITIAL ONLY THE STATEMENTS BELOW WITH WHICH YOU AGREE**

- |  | Director<br>Initials |
|--|----------------------|
| 1. I have read and understood the Foundation's Policy and Procedure concerning Conflicts of Interest | _____                |
| 2. I am aware of no such Conflicts, currently or during the previous 12 months                       | _____                |
| 3. I am reporting a Conflict of Interest as shown below  | _____                |
| 4. I undertake to inform the Chair of any changes to the above                                       | _____                |

Signature: \_\_\_\_\_

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

Title: \_\_\_\_\_ Date: \_\_\_\_\_

## **CHAIRS REPORT**

**December 2, 2020**

Well another board meeting by Zoom. What a wonderful day it will be when we are all able to meet again in person, soon I hope.

In the meantime, I would like to take this opportunity to welcome Marci today and to personally thank you Marci, for agreeing to take the time to join us, during what must be an unbelievably busy time for you. I know everyone on the Board is excited to have you with us, and to learn from you the issues and challenges that our hospital faces.

Another huge thankyou to Janice, Sue and the team for keeping the Foundation on track and progressing at a great pace during this challenging time.

Donations keep coming and we are well on track to meet our targets. New donors are growing despite and perhaps to some degree because of the pandemic. Projects are moving forward as well which is terrific.

We are so excited for the win of our recent \$1 million donor. I personally want to give a huge thanks to Jan, Janice and the team! This is a tremendous win, and sets us up for great success with the ICU. I was able to take the opportunity to give Mr. Randall Jones a phone call to thank him. He was very appreciative of all the work you do, and very understanding of this important need. Such a kind a generous fellow, we had an excellent chat.

We are headed to a new year, and yes, it's time to put 2020 behind us. The future is bright and hopefully in the coming few months, we will rise out of the COVID environment and get back to a new normal, with cardiac, endoscopy, lobby and kiosk renovated and the ICU well underway.

Here's wishing all of you a Safe, Healthy, and Happy Holiday Season....and here's to 2021!

Date range  
4/1/2020-11/30/2020

Action type  
Cul.(5)

Action category  
All

Gift amount committed

**\$1,635,959**

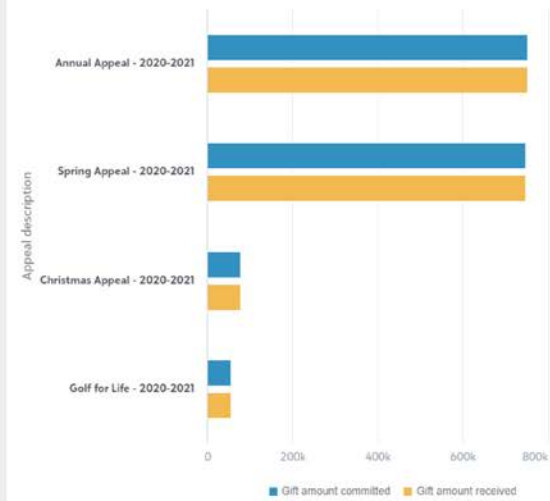
Gift amount received, average

**\$467**

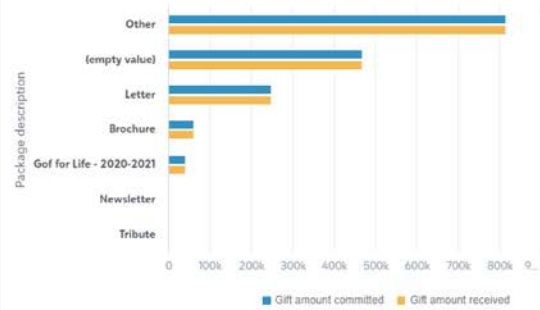
Gifts, received

**3,557**

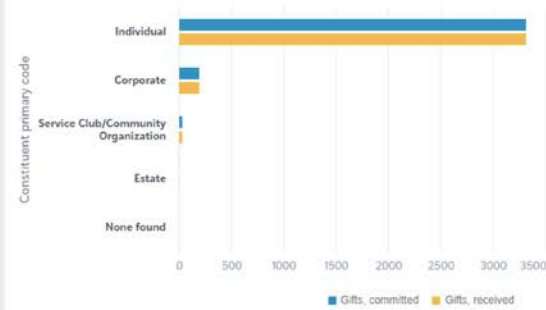
Appeal giving



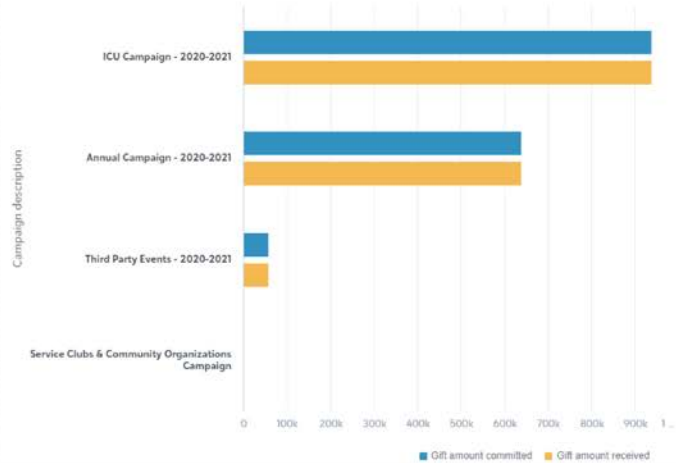
Package giving



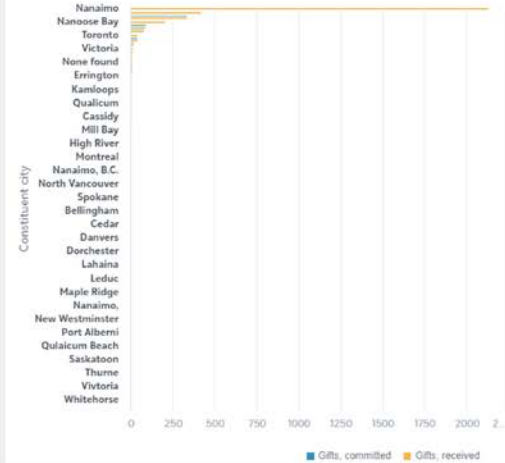
Gifts by constituent code



Campaign giving



Gifts by city



Actions

**1,458**

**NANAIMO & DISTRICT HOSPITAL FOUNDATION  
BOARD of DIRECTORS MEETING  
MINUTES  
Room 1074  
September 29, 2020 @ 3:00 pm**

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**Present:**

M. Jenkins (Chair)	J. Perrino, CEO
T. Harris (Vice Chair) – by phone	S. Ryan, CFO
M. Smith (Treasurer)	
G. Scott (Past Chair)	
P. Birrer	
R. Wenner - by phone	
L. Sundby	
H. Popple	
T. Wheeler - by phone	

**Regrets:**

G. Phillips

**Call to Order:**

Chair M. Jenkins called the meeting to order at 3.05 pm

**Approval of the Agenda:**

**MOTION: To accept the Agenda as amended**

Moved by: M. Smith, Seconded by: H. Popple

Motion carried

**Audited Financial Statements:**

Cory Vanderhorst, Audit Principal from MNP, attended to present the Audited Financial Statements for the Foundation at March 31, 2020. As the FIAC had already reviewed the statements in some detail, this was a brief presentation resulting in the Board recommending approval of the Statements to the Society Membership at the AGM.

**MOTION: To recommend approval of the 2019-2020 Audited Financial Statements**

Moved by: M. Smith, Seconded by: T. Harris

Motion carried

**Chairs' Report:**

Chair M. Jenkins presented a written report, attached to and forming part of these minutes.

**CEO's Report:**

CEO J. Perrino presented a written report, attached to and forming part of these minutes.

**MOTION: To accept the Chair and CEO reports as presented**

Moved by: M. Smith, Seconded by: T. Harris

Motion carried

**Consent Agenda:**

Approval of June 23, 2020 – Board Meeting Minutes.

Approval of CEO Monitoring Reports for EE4 – Human Resources Management,

EE7 – Financial Condition, EE10 – Endowing of Funds, and EE13 – Contracts & Agreements.

**MOTION: To accept the Consent Agenda as presented**

Moved by: M. Smith, Seconded by: L. Sundby

Motion Carried

**Committee Reports:**

**Finance Investment & Audit:**

Treasurer M. Smith provided a written report for the FIAC Meeting held on September 14, 2020. The report is attached to, and forms part of these minutes.

Policy BW6 – Board Expense Claims, and EE13 – Contracts & Agreements were discussed and recommended for approval.

The Committee also reviewed the 1st Quarter Financial Report noting the performance against budget for all three entities. The CEO Monitoring Reports on Policy EE7 – Financial Condition, EE10 – Endowing of Funds, and EE13 – Contracts & Agreements were approved by the Committee.

**MOTION: To accept the FIAC Report as presented.**

Moved by: H. Pople, Seconded by: P. Birrer

Motion Carried

**MOTION: To approve Policies BW6 – Board Expense Claims, and EE13 – Contracts & Agreements as presented**

Moved by: L. Sundby, Seconded by: G. Scott

Motion Carried

**Governance:**

Chair L. Sundby reported on the Governance Committee meeting, held by e-mail in early September.

**MOTION: To approve Policies BW7 – Board Orientation, BW9 – Principles of Policy-Based Governance, BW10 – Board Governing Style, and BW10B – Board Workplan, Budget, and Calendar, as presented.**

Moved by: L. Sundby, Seconded by: M. Smith

Motion Carried

**MOTION: To accept the Governance Committee Report as presented.**

Moved by: M. Smith, Seconded by: P. Birrer

Motion Carried

**Nominations:**

Chair T. Harris reported on the Nominations Committee meeting held September 23 via WebEx. The Chair presented the Nominations Report, prepared for the AGM, which sets out the Directors' terms and proposes a slate of Directors for election at the AGM. The Chair proposed a change to the bylaws to increase the number of Board Directors from 11 to 12, to allow for maximum flexibility in recruiting new members, as a significant number of existing Directors will leave the Board in the next 2-3 years. In addition to increasing the number of Directors, the Chair proposed an additional change to add a new paragraph 'A Senior

Administrator of Nanaimo Regional General Hospital shall be an ex-officio, non-voting member of the Board’.

**MOTION: To recommend a change to Section III, Paragraph 9 of the Society’s Bylaws, to increase the number of Directors from 11 to 12, and to establish a Senior Administrator of NRGH as an ex-officio, non-voting member of the Board.**

Moved by: M. Smith, Seconded by: L. Sundby  
Motion Carried

**MOTION: To recommend that the membership elect the four Board Directors eligible for re-election to the Board each for a one-year term, per the Nominations Report.**

Moved by: M. Smith, Seconded by: L. Sundby  
Motion Carried

**MOTION: To accept the Nominations Committee Report as presented.**

Moved by: M. Smith, Seconded by: P. Birrer  
Motion Carried

**Other Business:**

No other business was discussed.

**Next Meeting Dates:**

Tuesday, September 29, 2020 (Incoming Board Meeting)

Tuesday, December 8, 2020

Tuesday, March 23, 2021

Strategic Planning Meeting - TBD

**Adjournment:**

The regular meeting adjourned at 3.55 am.

**In Camera:**

A brief In-Camera meeting was held with the CEO and the CFO Present.

Attachment: Chair’s Report, CEO’s Report, Treasurer’s Report

Approved:

M. Jenkins, Chair  
September 29, 2020



## CHAIRS REPORT - September 24, 2020

Welcome everyone to our AGM for 2020. I wanted to give you some thoughts as we celebrate successes over the past year, and consider our priorities going forward into 2021.

Clearly, the biggest unprecedented challenge that the Foundation has faced this year has been the onset of the COVID-19 pandemic. The innovative spirit shown by Janice and her team has shone through during this time, finding new and creative ways to connect with our donors, special ways to support our health care workers, and all the while finding alternate ways to work both at home and in the market place.

On behalf of the Board, I would like to express our thanks to Janice and the team for the tireless and diligent ways you have found to keep the Foundation at the forefront in the hearts and minds of the public. The results of your efforts have successfully reached many new donors with up to 500 additional individual donors from last year. All this during a time when estates are delayed, third party events were cancelled, and development projects delayed. Overall, the Foundation under your steady guidance, is in a strong financial position moving into fiscal 2021 despite the challenges of 2020.

It is gratifying to see that some projects are now moving forward. The Cardiac expansion is almost complete, and Endoscopy is underway. It is wonderful to see the Lobby and Kiosk renovation fully underway and soon we will have a new Donor Wall and Code Brew to celebrate together...Christmas will be fun at Code Brew.

Clearly our priority for 2021 and onwards will be the ICU campaign and hopefully with the addition of a High Acuity Unit. This will be our most important project to date, and thanks to the outstanding work of the staff under Janice's direction, we are well on our way towards our fundraising goals. With upwards of \$7 million on hand towards these projects, we look forward to a vibrant and successful Christmas campaign this year with new donors, and the urgency of the need of the ICU, and with shovels in the ground the future is bright.

Thanks to the dedication of the Board and staff, and the eagerness of all to meet challenges, we are weathering the COVID storm with great success, and I am confident 2021 will be a strong and exciting year.

## NANAIMO & DISTRICT HOSPITAL FOUNDATION

TO: Board of Directors  
FROM: Janice Perrino, CEO  
RE: Board Report  
DATE: September 29th, 2020

We had a long report at our June meeting but I wanted to give you some final thoughts as we officially close off this year and prepare for our Christmas season.

Overall, we are doing really well. Compared to last year:

- We have received very little in estate gifts, which is unusual for us. However, we think it may have more to do with COVID than fundraising.
- All of our third party events have been cancelled for this entire year. However, the new format for the Golf for Life appears to be raising about the same amount of money as it did last year and we have had 150 golfers compared to last year's 140 golfers.
- The best news is that in spring and summer donations, we are **up** by close to 500 donations from last year, almost all from individuals.

Current projects that are moving forward:

- Cardiac expansion should be completed for NRGH by November 1, OHC is still unknown
- Endoscopy surgical suite has started construction and should be completed by late 2021
- Lobby and Kiosk renovation has started and will be completed by Christmas

The Provincial government agreed to the new ICU back in November 2018; unfortunately; it still has not started construction. We have been told the government is in the design stages and then the project goes to RFP. After that, we should see a shovel in the ground. At this stage, I'm not anticipating anything before Christmas.

The High Acuity Unit (HAU), which consists of the step up/step down rooms, is going into the Emergency Department with 8 rooms as of October 7<sup>th</sup>. We have not received any confirmation that it will be moved over into the new ICU building for 12 rooms.

My recommendation is that we write a letter to the Provincial government after October 7<sup>th</sup> asking them to make the new ICU building the permanent home for the HAU and ensure that all the rooms in both units open when the ICU opens.

Regarding our budget for the first quarter, our expenses were high due to new materials for the ICU campaign launch; however, they are still lower overall to last year for the same quarter.

We anticipate that we will have a strong Christmas season. However, I don't anticipate much in the way of corporate, third party and service organization donations.

Code Brew reopened in June and we were operating at 50%. As of the end of August, we were at 62% and as of Sept 22, we are at 68%.

The new kiosk is due to open in time for Christmas.

The former donor wall called the Trees of Life was taken down this past week and every plaque has been kept for anyone who would like their plaque returned to them. As well, we have a permanent website showing every plaque for people to view.

We returned all of the pieces from the Tree to the artist who created it and requested it back. The Trees of Life was paid for by the Hospital Foundation 30 years ago.

Lifeline continues to thrive in this COVID environment. We are still unable to use volunteers and promoting the product through education and awareness programs has stopped. However, advertising does continue to bring clients in.

We have had some staff changes over the last few months but we have rehired and the future looks great.

We're ready for a successful 2020/2021! Our motto this year more than ever before is keep the ship steady, remain calm and supportive of our staff and healthcare providers. We will succeed no matter what because failure is not an option.

Thank you for volunteering for this incredible organization and above all, thank you for your continued support.

Janice Perrino

**Nanaimo & District Hospital Foundation**  
**Board Meeting, September 29, 2020**  
**Treasurer's Report**  
**FIAC Meeting September 14, 2020**

The Committee met on to September 14, 2020 to review the annual audit, receive monitoring reports EE7, EE10, and EE13, and conduct the annual review of policies BW6, BW8, BW9A, and EE13.

The MNP audit Partner, Cory Vanderhorst, and the senior audit Manager, Jane Lumb, attended and presented their audit report and reviewed the annual unconsolidated financial statements of the Foundation as at March 31, 2020, and their review findings on the unaudited financial statements for Code Brew and Lifeline as at that date. There were no unadjusted items to the financial statements and no significant changes to the accounts prepared by management. The Committee discussed the financial statement presentations and recommended a few changes to the notes to the statements.

Monitoring Reports EE7 - Financial Condition, and EE10 - Endowing of Funds, and EE13 - Contracts and Agreements were reviewed and discussed with the CEO and CFO, and are recommended to the Board for approval. In conjunction with the review of EE7, the operating results for the 1st quarter were reviewed with senior management. The CEO has commented on these in her report to the Board.

There were no changes to Policy BW6 or EE13 proposed by management and these are recommended to the Board for re-approval.

Policy BW8 - Signing Authorities, was discussed with several alterations thereto proposed to management. The Policy will be amended and submitted for review at the next FIAC meeting in November.

Policy BW9A - Risk Management and Insurance, was deferred to the next meeting as some committee members had to leave.

Respectfully submitted,  
Treasurer

**NANAIMO & DISTRICT HOSPITAL FOUNDATION  
BOARD of DIRECTORS MEETING - INCOMING  
MINUTES  
Room 1074  
September 29, 2020 @ 4.00 pm**

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**Present:**

M. Jenkins (Chair)	J. Perrino, CEO
T. Harris (Vice Chair) – by phone	S. Ryan, CFO
M. Smith (Treasurer)	
G. Scott (Past Chair)	
P. Birrer	
R. Wenner - by phone	
L. Sundby	
H. Popple	<b>Regrets:</b>
T. Wheeler - by phone	G. Phillips

**Call to Order:**

Chair M. Jenkins called the meeting to order at 4.10 pm

**Approval of the Agenda:**

**MOTION: To accept the Agenda as amended**

Moved by: P. Birrer, Seconded by: M. Smith

Motion carried

**Election of the Officers:**

CEO J. Perrino took the Chair and called for Nominations from the floor 3 times for the role of Chair

**Moira Jenkins was nominated as Chair by M. Smith**

Elected by Acclamation

Chair M. Jenkins assumed the Chair and called for Nominations from the floor 3 times for the role of Vice Chair.

**Tony Harris was nominated as Vice Chair by M. Smith**

Elected by Acclamation

Chair M. Jenkins called for Nominations from the floor 3 times for the role of Treasurer.

**Mike Smith was nominated as Treasurer by P. Birrer**

Elected by Acclamation

**Incoming Chair Remarks:**

Chair M. Jenkins made some opening remarks. She thanked Janice for the smooth running of the Foundation, and some discussion took place regarding possible options in place of in-person donor events, the success of this year's Golf for Life, and her wish to proceed with developing a strategic plan prior to the next AGM.

**Board Committees:**

The Chair distributed the proposed Committee structure for the upcoming year. T. Wheeler expressed an interest in joining the Finance, Investment, and Audit Committee, and the Board agreed. The Committee Listings are attached to, and form part of these Minutes.

**Next Meeting Date:**

Tuesday, December 8, 2020

**Adjournment:**

The regular meeting adjourned at 4.30 pm, and the Board went In-Camera without the CEO.

Approved:

M. Jenkins, Chair  
October, 2020

To: The Board of Directors  
From: Janice Perrino  
Re: Executive Expectations - EE6 - Revenue Generation & Business Enterprises

November, 2020

Report on Executive Expectation #6 - Revenue Generation & Business Enterprises. Presented in accordance with the Monitoring Schedule as approved by the Board. I certify that the information contained in this report is true.

Policy Wording EE6: The President/CEO is responsible for obtaining funding to support the mission of the Foundation. Such funding activities should not jeopardize the financial or reputational standing of the Foundation.

Accordingly, the CEO shall:

1. Spend donated funds in a manner that complies with CRA requirements for registered charities
  - All grants to the hospital made from donated funds are supported by a Funding Request, signed by the appropriate signatory of the NRGH department requesting funding. Upon receipt of the invoice, the Foundation pays the amount agreed to in the Funding Request. All expenses of the Foundation, including fundraising expenses, are made pursuant to the budget, approved each year by the Board.
2. Seek Board approval prior to the establishment of any new business.
  - No new businesses have been established by the Foundation
3. Seek Board approval to expand an existing business where the anticipated expenses to expand will exceed \$50,000.
  - No expansions or changes to either of the businesses owned by the Foundation have been made since the last report.
4. Seek Board approval prior to lending working capital, required for continuing normal operations, to any of the Foundation's existing businesses in excess of \$100,000.
  - No funds have been provided to either of the businesses owned by the Foundation since the last report. However, in the second quarter, Lifeline lent \$50,000 to Code Brew for the purchase of equipment required for the Kiosk rebuild. This amount was set up as a Loan Payable in Code Brew, and will be paid back as funds become available.

To: The Board of Directors  
From: Janice Perrino  
Re: Executive Expectations – EE7 – Financial Condition

November, 2020

Report on Executive Expectation #7 – Financial Condition. Presented in accordance with the Monitoring Schedule as approved by the Board. I certify that the information contained in this report is true.

Policy Wording EE7: The CEO is responsible for managing the financial resources wisely and responsibly.

Accordingly, the CEO shall:

1. Ensure expenses do not exceed 40% of overall revenue.
  - 2<sup>nd</sup> Quarter Financial Reports have been completed to September 30, 2020 and will be presented to the Board for approval at the December 8, 2020 meeting. Overall revenue is \$1,180,299 compared to a prorated budget of \$2,000,000 for half the year. Total expenses are \$461,122 compared to a prorated budget of \$550,000 for the first six months. Total expenses as a percentage of total revenue was budgeted at 28% for the year, and in the first six months, expenses are tracking at 39% of revenue. The expense to revenue target is therefore within Policy. Revenue to date does not include the Golf for Life Event during September, and we continue to receive donations for the Spring Appeal in aid of the ICU.
2. Only disburse funds pursuant to the Board's Ends Policies and its Purposes as set out in the Constitution.
  - All funds have been disbursed in accordance with the Ends.
3. Ensure the operating account does not drop below the amount needed to settle payroll and debts in a timely manner.
  - There are no amounts owing to Island Health at this time. Sufficient funds are on hand to cover the payroll and other payables. The operating bank account has a balance of approximately \$4.9 million, the gaming account has a balance of just over \$68,000.
4. Ensure all regulatory payments and filings, e.g. Payroll remittances, GST reports, Charitable and other Tax Returns, are accurate and filed on time
  - All regulatory payments and filings have been made to date.
5. Make sure that policies are in place to ensure the Foundation's financial stability and to safeguard its assets.



- The Foundation operates within a comprehensive policy framework governing all financial and human resources issues.
6. Provide regular financial reports to the Board for the Foundation and each subsidiary company that include but are not limited to:
- A comparison of the current year over the previous year and the current year against the approved budget, with explanations for any material variances
  - A Balance Sheet
  - An Income Statement
  - The Board will receive the 2nd quarter financial report up to and including September 30, 2020 in the required format at the December 8, 2020 Board meeting.
7. At the request of the Board, ensure an audit of the Foundation financial statements is conducted by a qualified external auditor.
- The 2019-2020 Audit was completed and the results were presented to the Board at the September meeting. At the subsequent AGM of the Society, held on September 29, 2020, the audited non-consolidated financial statements for the Foundation were approved.

To: The Board of Directors  
From: Janice Perrino  
Re: Executive Expectations – EE9 – Investment of Funds

November, 2020

Report on Executive Expectation #9 – Investment of Funds. Presented in accordance with the Monitoring Schedule as approved by the Board. I certify that the information contained in this report is true.

Policy Wording EE9: The CEO has the authority and is responsible for investing funds on behalf of the Society pursuant to the Investment Policy set out in EE9. All investments are made and monitored according to the Investment Mandate provided to the Investment Advisor each year. No changes have been made to the mandate since May, 2019, and we are not anticipating any changes in the foreseeable future. All is proceeding as it should within our mandate, and FIAC will receive a briefing from our investment advisors before the end of the fiscal year, at which point any suggested adjustments to the mandate, will be reviewed and recommended to the Board, if required.

**Nanaimo Lifeline Program  
Balance Sheet  
At September 30, 2020**

	Sep 30, 2020 Actual	March 31, 2020 Audited	Comments
<b>Assets</b>			
Current:			
Cash	278,277	337,196	Drop in bank balance in part due to loan to Code Brew
Accounts receivable	48,091	-	
Prepaid expenses	10,724	4,639	
Total Current Assets	337,092	341,835	
Plant and equipment	305,063	343,106	
Security deposit receivable	7,436	7,544	
<b>Total Assets</b>	<b>\$ 649,590</b>	<b>\$ 692,485</b>	
<b>Liabilities</b>			
Current:			
Accounts payable and accrued liabilities	23,542	17,296	
Advances (to) from related parties	-	90,189	
Deferred revenue	-	5,489	
Total Current Liabilities	23,542	112,974	
Shareholder's Equity			
Share Capital	1	1	
Retained earnings	626,050	579,510	
<b>Total Liabilities + Retained Earnings</b>	<b>\$ 649,593</b>	<b>\$ 692,485</b>	