

NANAIMO & DISTRICT HOSPITAL FOUNDATION

BOARD OF DIRECTORS MEETING

DATE: November 20, 2018

TIME: 7:30

LOCATION: Room G245 - NRGH

- **Call to Order**
- **Approval of the Agenda** (A)
- **Chair's Report – G. Scott** (I)
- **CEO's Report – J. Perrino** (I)
 - Risk Matrix
- **Consent Agenda Items:** (A)
 - Approval of Minutes
 - September 18 Pre-AGM Board Meeting
 - September 18 Post-AGM Board Meeting
 - CEO Executive Expectations Monitoring Reports
 - EE7 – Financial Condition (2nd Quarter Financials below)
 - EE9 – Investment of Funds
 - EE10 – Endowing of Funds
 - Upcoming Events
 - Donor Christmas Reception November 21 @ 6:30PM @ Nanaimo Golf Course
 - Christmas light-up starts on November 30 at NRGH
- **Committee Reports - Written:** (A)
 - Finance Investment & Audit
 - 2nd Quarter Financials
 - Governance
 - Nominating - Verbal
- **Policy Review:** (A)
 - BW9 – Principles of Policy-Based Governance
 - BW10B – Board Governance Workplan, Budget & Calendar
 - BW13B – In-Camera Sessions
 - BW14E – Chair, Governance Committee
 - BW15D – Board Planning Committee
 - BW15F – Governance Committee Terms of Reference (New)
 - EE12 – Compensation & Benefits
 - EE13 – Contracts & Agreements
- **Board Roundtable:** (D)

- **Other Business:** (D)
 - Investment Manager Presentation – Anna Nemeth
 - Imagine Canada Membership

- **Next Meeting Dates:** (I)
 - **January 15, 2019**
 - **March 19, 2019**
 - **May 21, 2019**

- **Next Meeting Agenda:** (I)
 - March 19 – Approval of 2019-2020 Budget

- **In Camera**

- **Adjournment**

(A)– Action

(D) – Discussion

(I) - Information

Chair's Report – November 2018

In preparation for this board meeting, I was reflective of the journey that we, as a board and as a foundation, have taken to shift how we lead and impact the region with improving healthcare on the Central Island. This work couldn't be done without the leadership of the board, Janice and the team at the foundation, Lifeline and Code Brew.

I want to acknowledge and congratulate Janice for her hard work and her ability to continue to build relationships that provide the opportunity to enrich health care. This can be witnessed by the \$1million donation to improve cardiac services in Nanaimo. This is the largest donation that the foundation has secured by a living donor. Congratulations to you and your team for your continued focus.

The ICU continues to be a topic of conversation with Island Health, Ministry of Health and the Provincial Government. No significant progress has been made with the exception of the upcoming by-election for the Nanaimo riding which could result in future announcements.

Janice, Moira and I had the opportunity to attend the All Foundations Meeting with Island Health back in October. The day provided the foundations with the opportunity to engage one another and Island Health with issues that are facing everyone. There continues to be a focus on how health care is supported in the community versus in traditional brick and mortar hospitals and buildings. As the Nanaimo & District Hospital Foundation, we need to examine how we might support this structure that Island Health continues to focus on.

At our November meeting, we will discuss the different board committees and the desire of board members to be on them. The most active committees have been the FIAC committee, nominating committee and more recently the governance committee.

Again, I would like to thank everyone who attended our brainstorming session of future possible donors. The list is extensive and showcases the depth of knowledge that our board has about the residents of our communities between Ladysmith to Bowser and beyond.

In closing, I would also like to thank those who attended the governance training that occurred in Nanaimo for the foundations across Vancouver Island. It further showcased the value that Island Health has towards the foundations across the island.

Yours truly,

Greg Scott
Board Chair

NANAIMO & DISTRICT HOSPITAL FOUNDATION

TO: Board of Directors
FROM: Janice Perrino, CEO
RE: Board Report
DATE: November, 2018

Good Morning Everyone,

I want to thank all of you for attending the meeting two weeks ago to bring forward names for possible major gifts. This list of names is perfect for the ICU campaign but also other fund raising initiatives. There's so much for us to work with and we're excited to get started. Once this Christmas rush is underway, then Brenda and Rebecca are going to go through the names, find out who are donors and who aren't, put them into our database and build a who's who to approach first and how. As soon as the ICU campaign breaks open, we want to be ready to start approaching folks. Stay tuned we won't do a thing without you knowing about it first.

In the office, the last two months are our busiest time of year but more quiet in donor relations. This is the *lull before the storm*.

To give you some background, it took at least 10 meetings but we were finally able to secure the Cardiac Campaign by the second week in October and since then we have been busy preparing for Christmas. Building our brochure, a massive advertising plan, writing and signing the letters for donors, businesses, service groups and organizing the donor reception for tomorrow night. This month we will send out approximately 85,000 pieces of paper. The goal is simple, raise \$750,000 for the cardiac project.

Even preparing for the actual light-up outside was major. Thank you Ryan for Adam Stowe's help, he's terrific and I know the plan this year will be amazing.

We're finalizing the pieces with Island Health for how the Cardiac funding will be used and when the project will start and finish. It's become a good working relationship.

Our finances are in excellent shape. As of this week, we are over \$2.5 million with four months still to go. Our goal for the total year was \$2.8 so we're in good shape. My personal goal is to reach \$4 million with everything in, which includes interest, funding from our businesses and of course our donations. \$4 million might be a bit lofty but worth working towards.

The money we're raising is going all over the hospital. To give you three examples of what we're doing this year. In Educational funding we have probably sent close to 500 people to courses or conferences this year alone. In patient comforts, by Christmas we will have provided the hospital with close to 1,000 teddy bears (ie stuffed animals) for every child visiting the hospital.

Of course our main goal is to fund medical equipment and this year, we will have put funding towards, equipment and renovations for Cardiac, ICU, respiratory, the lobby and the coffee kiosk. They do like us!

This has been and continues to be a very big year for us. If we can get the ICU campaign, we should have a big year again next year.

Code Brew continues to amaze us all. As we prepare for the new kiosk to be built in (we hope) early 2019, the numbers are consistently strong. Staffing is the most important piece in the story. We have an excellent acting manager and strong support staff. I'm working extensively with the Island Health kiosk designers and even our Lorrie is working with me on the difficult issues of what equipment to put where.

As well, the lobby project, separate from the kiosk is moving along. We hope to have the old donor walls down by late winter and our new donor wall up in the early spring. This is a complicated issue due to the costs, layers of government rules and regulations and of course the time it takes to build in a hospital. However, everyone is helpful, excited about what we're planning on doing and we'll get there eventually.

Lifeline is doing well in their new space and the construction is almost finished. After over 20 years, Joan Ryan who was the ED of Lifeline before Tammy is due to retire sometime within the next four months and we will be hiring someone to be Tammy's second. We really want the new person to concentrate on "selling" the product to seniors, senior facilities and the general public.

The upstairs unit of the Bowen Rd office which we own has been rented to a Chiropractor and we're receiving monthly income. As you know the mortgage is now fully paid off.

There is nothing like a million dollar donor to lift the spirits and this donor is so delightful, she would make you smile with a \$20 donation. With her gift and what we do over the Christmas season, we hope to be able to announce complete success for the Cardiac campaign in late January (if not sooner).

We are proud to be part of this hospital and its future healthcare upgrades. As always, thank you for your continued support.

Thank you!
Janice

**Nanaimo & District Hospital Foundation
Risk Management Assessment - November, 2018**

#	Risk Sector	Risk	Description	Impact			Probability			Mitigation	Assigned To	Current Project
				Low	Med	High	Low	Med	High			
1	Financial/Strategic Risk	ICU Campaign does not proceed, or is delayed	No major Fundraising Campaign Ability to raise funds diminishes			X			X	Continue to lobby, support, and keep informed of progress on ICU approval. Update: Cardiology Project approved to proceed at \$1.8 million. ICU Project approval expected before end of year.	CEO/Board	Development of Campaign Fundraising Plan is underway, beginning with the Christmas Campaign
2	Operational Risk	Retirement/Resignation of Staff/Board	Key Staff Positions leave Unexpectedly Board turnover is too great			X			X	A detailed Succession Plan is in place and recently reviewed. Ensure Board terms are reviewed and staggered especially if resignations occur	CEO/CFO/Board	Succession Planning in Code Brew and Lifeline is underway.
3	Reputational/Financial Risk	Negative Press for Island Health	Limits Foundation's ability to Fundraise. Corporate Culture Document Union Negotiations Change of Service Supplier C-Difficile or Norwalk Outbreak IH does not follow through with projects as announced		X				X	Ensure Foundation is in regular touch with IH Communications Staff; develop key messages and methodologies for potential issues	CEO	Regular monitoring of all Media. Regular meetings between NDHF and IH
4	Financial/Strategic Risk	Philips Lifeline Technology or Model	Potential for Philips to change Business Model Technology improvements are delayed			X			X	Ensure regular attendance at Philips information briefings; keep inventory up to date as much as possible	CEO/CFO	Lifeline Executive Director in regular communication with Philips Lifeline. Staff Training is current.

5	Financial/Operational Risk	Code Brew Rebuild does not Proceed	Kiosk Rebuild is either Delayed or Cancelled		X		X			Continue to work with IH leadership to ensure project is on schedule	CEO	Design of new Kiosk Underway. Construction expected to proceed before the end of the year.
6	Strategic Risk	Relationship with NRGH Auxiliary	Auxiliary continues to distance itself from the Foundation. Risk if this continues and NRGH allows fundraising for the same projects		X			X		Continue to monitor Auxiliary activities. Regular discussions with IH leadership to ensure they understand the difficulties.	CEO	
7	Strategic Risk	External Fundraising Projects	Other Community Organizations have major campaigns: VIU, Eden Gardens, Children's Health Foundation, BC Children's, United Way		X				X	Develop strong case for support documents for each Foundation funding initiative and continue to work on key strategic relationships within the community	All Staff & Board	
8	Strategic Risk	Change in Island Health Senior Leadership	Possible changes in Strategic Direction or Funding Model impacting Foundations			X	X			Continue to strengthen relationship with IH Leadership within NRGH and Executive	CEO/Board	
9	Hazard Risk	Major External Disaster	Evacuation from the office due to catastrophic event (Earthquake, Fire etc. or Quarantine of Staff due to contagious disease. 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. Working from home is possible - all systems are accessible remotely. Systems are backup remotely by IH and Blackbaud	All Staff	Foundation has substantial insurance including D&O Liability Insurance

10	Reputational/Financial Risk	Fraud & Error	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
11	Reputational/Operational Risk	Loss of Records/Privacy Breach	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

*Foundation Insurance Policy renewed in April, 2018

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

NANAIMO & DISTRICT HOSPITAL FOUNDATION
BOARD of DIRECTORS MEETING
MINUTES

Longwood Brew Pub
September 18, 2018 @ 4:00pm

Present:

G. Scott (Chair)	R. Wenner
P. Birrer (Vice Chair)	M. Smith
M. Jenkins (Treasurer)	J. Perrino (CEO)
L. Sundby (Governance Champion)	S. Ryan (CFO)
T. Wheeler (Secretary)	N. Scott (Recorder)
H. Popple	
G. Philips	

Regrets:

T. Harris

Call to Order:

Chair G. Scott called the meeting to order at 4:06 pm and stated there were modifications to the agenda: Item #5 to be skipped and moved after Item #6, Item #7 to be postponed to a future meeting.

Approval of the Agenda:

MOTION: To accept the Agenda with stated modifications

Moved by: T. Wheeler

Seconded by: M. Smith

Motion Carried

Acceptance of the Minutes:

MOTION: To accept the minutes of June 26 & July 24, 2018 as presented.

Moved by: M. Smith

Seconded by: H. Popple

Motion Carried

Treasurer's Update:

Treasurer, M. Jenkins introduced Cara Light and Brenda Maguire of Grant Thornton LLP

Presentation of Draft Financial Report - Cara Light & Brenda of Grant Thornton LLP presented the draft Financial Statements to be approved at the AGM following this board meeting.

- Audit was for a 9 month period with the new year end of March 31, 2018
- Statements are still a draft until approved by the board

MOTION: To accept the March 31, 2018 draft audited year-end Financial Statements as presented

Moved by: P. Birrer, Seconded by: L. Sundby, Motion carried

First Quarter Report.

M. Jenkins reviewed her report with highlights:

- Revenue is on-track with the Budget of 24%
- Expenses are stable at 25%
- Fund raising cost is on budget at 13%

- Bowen Road mortgage is paid in full and will reflect on the next report
- Island Health Commitments have not been invoiced to us yet
- Code Brews' renovations are coming together
- Lifeline is looking great

M. Jenkins thanked the Auditors for attending and they left the meeting. She proceeded to review Policies BW14C – Treasurer's Role and BW15B – Finance, Investment & Audit Committee

MOTION: To accept the amended changes of Policy BW14C & BW15B as presented

Moved by: M. Smith, Seconded by: G. Phillips, Motion Carried

The Treasurer also reviewed monitoring reports EE 7- Financial Condition & EE 8 – Operating Reserve

MOTION: To accept the EE 7 & EE 8 monitoring reports as presented

Moved by: G. Phillips, Seconded by: M. Smith, Motion Carried

Board Learning:

Presentation: CEO J. Perrino introduced Cardiologists Dr. Bill Ayach, and Dr. Arun Natarajan from Cardiac Care, NRGH who proceeded with their presentation:

- Population growth of Nanaimo & aging population indicates huge need for a cardiac centre
- Reviewed the patient process indicating why such a long waiting list to get proper testing
- Requiring \$1.6m for equipment and reorganize their current workspace to be more functional and to grow their footprint at OHC

Chair, G. Scott thanked the two of them for their presentation and they left the meeting

Chair's Report:

The Chair gave a quick review of his report and thanked everyone.

CEO's Report:

CEO J. Perrino presented her report and commented:

- \$1.6 m for the Cardiac project
- Would be a major impact as would include all areas north of Nanaimo

A discussion about the project followed

Nomination Committee Report:

P. Birrer stated that the committee did not meet since the last board meeting

- Only change in membership was D. Johnston who resigned
- There is no need for another new board member

MOTION: To accept all reports as presented

Moved by: G. Phillips, Seconded by: L. Sundby, Motion Carried

Events:

Christmas Donor Recognition Event on November 21st. We will have the same speakers from Cardiac Care.

Next Meeting Dates:

November 20th, 2018 at 7:30am @ NRGH Room G245

Adjournment:

The meeting adjourned at 5:47am.

*S. Ryan and N. Scott left the meeting as the Board held an in camera meeting

In Camera

An in camera meeting was held

Draft

**Nanaimo & District Hospital Foundation
Minutes of Incoming Board Meeting
September 18, 2018
Longwood Brew Pub**

Present:

Greg Scott
Maira Jenkins
Philip Birrer
Leslie Sundby
Toni Wheeler
Heather Popple
Mike Smith
Ryan Wenner
Greg Phillips
Janice Perrino (CEO)
Susan Ryan (CFO)
Nancy Scott (Recorder)

G. Scott called the meeting to order at 6:19pm

Motion: To Accept the Agenda as presented

Moved by: M. Smith, Seconded by M. Jenkins, Motion Carried

CEO Janice Perrino took the Chair and called for Nominations from the floor for the office of the Chair

- **Greg Scott was nominated for Chair by Leslie Sundby**
- Seconded by Maira Jenkins, Motion Carried

CEO Janice Perrino called for nominations from the floor for the office of Vice Chair

- **Maira Jenkins was nominated for Vice Chair by Leslie Sundby**
- Seconded by Heather Popple, Motion Carried

The CEO called for nominations from the floor for the office of Treasurer

- **Mike Smith was nominated as Treasurer by Heather Popple**
- Seconded by Maira Jenkins, Motion Carried

The meeting adjourned at 6:22pm

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

November, 2018

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.
 - Financial Reports have been completed for the 2nd quarter, July to September, 2018. Overall revenue is \$1,512,048 compared to a budget of \$1,500,000, and total expenses are at \$515,919 compared to a budget of \$527,500. Total expenses as a percentage of total revenue was budgeted at 35%, with actuals to September 30 at 34%.
2. Only disburse funds pursuant to the Board's Mission Outcomes (Ends 3) 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.
4. Ensure all regulatory payments and filings, e.g. Payroll remittances, GST reports, Charitable Tax Return, are accurate and made on time
 - All regulatory payments and filings have been made to date. The Charitable Tax Return for the 2017/2018 fiscal year has been filed for the Foundation and both subsidiary companies.
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 financial report for the 2nd quarter of the 2018-2019 fiscal year (September 30, 2018) in the required format at the November 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 Audit was completed in September, 2018. At the September 2018 AGM, Grant Thornton were appointed by the Board as Auditors for the 2019-2020 fiscal year.

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

November, 2018

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, and all investments and their performance are in accordance with the policy.

The Finance Investment & Audit Committee met with the Board's Investment Advisor in June, 2018. The Committee requested the Advisor meet with the Board, and she will be presenting at the Board meeting in November, 2018.

To: The Board of Directors
From: Janice Perrino
Re: Executive Expectations – EE10 – Endowing of Funds

November, 2018

Report on Executive Expectation #10 – Endowing of Funds. This is presented in accordance with the Monitoring Schedule as approved by the Board. I certify that the information contained in this report is true.

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:

Manage the current or new Endowments in a manner that will ensure the Foundation is not in breach of the Canadian Income Tax Act

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 as appropriate.

Response: No new endowments have been made since the last reporting date. All endowments are managed in accordance with this Policy.

FIAC COMMITTEE REPORT

BOARD MEETING , NOVEMBER 20, 2018.

The Committee met on November 8th with the CEO and CFO in attendance. The following matters were reviewed.

Monitoring Reports:

EE8--2nd Quarter results:

The CEO and CFO reviewed the activities for the quarter . Highlights included--

Foundation:

- revenues are at 50% of annual budget. They remain characteristically unpredictable but on target for the year. An additional large donation was received subsequently which puts donations above \$2.6m.
- administration expenses are generally on budget except for the realtor commission and other costs associated with the sale of Unit 1 at Bowen Road, and salaries and benefits which reflect additional pay days versus an annualized quarterly budget.
- fundraising costs are low as the Donor events and the holiday campaign are after this quarter end.
- net income is at 34% of revenues as against a budgeted 35%.
- balance sheet changes from June 30, 2018 reflect the payout of the mortgage and the reduction in capital assets as a result of the sale of Unit 1 at Bowen Road, and the accumulation of cash as a result of donations to date, delayed invoicing by IH and the accumulation in anticipation of forthcoming commitments.
- the Foundation's commitments at September 30, 2018 reflect amounts promised to IH and for which funds have been raised, but either IH has not invoiced or the equipment is not yet in place.

Life Line:

- gross margin is lower than budget due to more cancellations than new accounts for the period, offset by reduced direct expenses. The "churn" varies and is not predictable, but should balance out over the year.
- administration expenses were slightly lower than budget resulting in net income in line with budget for the period.

Code Brew:

- revenues continue to grow, along with gross margin. The latter is stable at 44% versus budget of 45%.
- administration expenses are in line with budget although salary and benefits were higher as a result of more pay days than in the annualized quarterly budget amount.
- a new espresso machine (used) was purchased in the period.

EE 9 and EE 10 :

The CEO provided a report indicating investment of funds and endowment funds were been handled in accordance with the policies.

Policy Review:

EE12 -Compensation and Benefits and EE13-Contracts and Agreements were reviewed and changes to existing wording proposed by management were discussed and a few changes made thereto by the Committee.

Risk Management:

The CEO and CFO presented a risk assessment as of November, 2018 , a copy of which has been sent to Board Members. This was discussed at length and minor edits made by the Committee. The Committee commends management for their effort in undertaking this analysis. It is considered a valuable and useful assessment and it was agreed that management would update it bi-annually.

Other Business:

The CEO and CFO advised the Committee on the lease terms for Unit 2 at Bowen Road.

Recommendations:

The Committee recommends that the Board approve :

- 1. the Monitoring Reports EE 7, 9 and 10 as presented , and**
- 2. the changes to Policies EE 12 and 13 as proposed .**

Respectfully submitted,

Treasurer

REVENUE 2018/2019							
Source	Budget	Q2 2018 Jul-Sep	18/19 YTD Totals	2018/2019 Budget	YTD % Budget	Jul-Sep 2017 Totals	2017/2018 Actual (9M)
Individuals	\$550,000	\$177,990	\$298,865	\$1,100,000		\$44,714	\$525,492
Corporate	\$110,000	\$45,710	\$71,315	\$220,000		\$67,366	\$108,517
Grants & Foundations	\$60,000	\$61,487	\$73,940	\$120,000		\$41,203	\$130,534
Service Clubs & Community Organizations	\$55,000	\$9,660	\$31,804	\$110,000		\$3,900	\$44,870
Tributes	\$37,500	\$24,765	\$37,061	\$75,000		\$9,418	\$31,618
Estates	\$450,000	\$410,918	\$844,686	\$900,000		\$427,862	\$1,583,825
Third Party Gifts & Events	\$60,000	\$14,096	\$21,984	\$120,000		\$1,048	\$33,411
Other Income (Includes rent revenue, ATM's, LL&CB Mngt Fees & Donations)	\$107,500	\$35,210	\$81,932	\$215,000		\$18,710	\$114,881
Investment Income	\$70,000	\$11,344	\$50,461	\$140,000		\$32,613	\$71,629
Total Revenue	\$1,500,000	\$791,180	\$1,512,048	\$3,000,000	50%	\$646,834	\$2,644,777
Net Income from Lifeline		-\$8,272	\$13,307	\$4,000	333%	\$22,008	\$8,572
Net Income from Code Brew		\$14,400	\$61,157	\$17,500	349%	\$22,099	\$45,955
EXPENSES 2018-2019							
Administration Costs							
Bank & Investment Fees	\$16,500	\$1,724	\$8,681	\$33,000	26%	\$8,121	\$22,131
Board Expenses	\$3,000	\$289	\$354	\$6,000	6%	\$0	\$2,920
Education	\$2,500	\$262	\$4,922	\$5,000	98%	\$0	\$0
Insurance	\$2,000	\$954	\$1,908	\$4,000	48%	\$854	\$2,651
Mortgage Interest	\$0	\$941	\$941	\$0	0%	\$4,536	\$7,494
Occupancy Costs	\$0	-\$972	-\$28	\$0	0%	\$7,893	\$13,825
Office Expenses	\$700	\$25,096	\$27,501	\$1,400	1964%	\$4,152	\$2,931
Professional Fees	\$10,100	\$5,053	\$5,158	\$20,200	26%	\$0	\$19,366
Salaries & Benefits	\$354,600	\$195,095	\$369,997	\$709,200	52%	\$177,938	\$460,405
Software, Website & Computer Lease Costs	\$25,100	\$13,467	\$25,238	\$50,200	50%	\$11,805	\$43,726
Subscriptions & Dues	\$4,000	\$431	\$1,675	\$8,000	21%	\$1,011	\$3,352
Telephone	\$2,500	\$2,326	\$3,432	\$5,000	69%	\$1,001	\$3,213
Travel & Mileage (Volunteers & Staff)	\$2,500	\$3,117	\$3,356	\$5,000	67%	\$645	\$1,111
Amortization	\$19,000	\$8,665	\$17,331	\$38,000	46%	\$8,772	\$26,238
Total Administration Costs	\$442,500	\$256,450	\$470,466	\$885,000	53%	\$226,727	\$609,363
Fundraising Costs							
Spring / Annual / Christmas	\$40,000	\$20,303	\$37,157	\$80,000	46%		\$41,119
Events	\$15,000	\$0	\$2,402	\$30,000	8%		\$18,851
Donor Relations & Planned Giving	\$30,000	\$2,759	\$5,894	\$60,000	10%		\$9,699
Total Fundraising Costs	\$85,000	\$23,062	\$45,453	\$170,000	27%	\$29,948	\$69,669
Total Costs		\$279,512	\$515,919	\$1,055,000	49%	\$256,675	\$679,032
Net Income		\$511,668	\$996,129	\$1,945,000		\$390,159	\$1,965,745
			34%	35%		40%	25%
Grants - CASH BASIS							
		\$122,914	\$220,876	\$2,000,000	11%	\$53,226	\$1,312,073

BALANCE SHEET HIGHLIGHTS						
					At MAR 28 2018	
Assets		At JUN 30 2018	At SEP 30 2018			
Bank Balances:		\$1,707,969	\$2,186,747		\$1,392,298	
Investments - Unrestricted		\$759,346	\$759,346		\$928,567	
Investments - Endowments		\$1,368,341	\$1,368,341		\$1,397,072	
Investment in Businesses		\$533,108	\$533,108		\$533,108	
Due from Code Brew		\$55,068	\$61,048		\$47,120	
Due from Lifeline		\$40,092	\$49,999		\$40,000	
Capital Assets		\$767,487	\$295,353		\$776,153	
Other Assets		\$136,138	\$152,887		\$109,109	
Total Assets		\$5,367,548	\$5,406,829		\$5,223,427	
Liabilities						
Due to Island Health						
Trade Payables		\$47,716	\$110,491		\$24,281	Grant expense reimbursement to LL; audit fees; VIHA; Golf for Life venue costs.
Building Mortgage		\$501,091	\$0		\$514,050	
Unrestricted Fund Balance		\$2,202,287	\$2,629,352		\$2,338,869	
Restricted Fund Balance		\$1,245,178	\$1,292,709		\$949,155	
Endowment Fund Balance		\$1,371,276	\$1,374,276		\$1,397,072	Lytton increased by \$3,000 - contribution for bursary to be given out.
Total Liabilities		\$5,367,548	\$5,406,829		\$5,223,427	
Outstanding Equipment Invoices - Island Health						
Amount Committed & Owing		\$639,492	\$539,676		\$269,027	17/18 Remaining Equipment + Office Reno + 18/19 new commitments

SCHEDULE OF COMMITMENTS					
Item/Project	Fund/Project	Date Committed	Amount		
			Committed	Paid to Jun 2018	Not Yet Invoiced
Office Space at NRGH		2017	209,800.00	123,494.40	86,305.60
Wolf Flexible Cystoscopes	Xmas Campaigns	2017	42,566.24	-	42,566.24
2018-2019					
Bedside Patient Monitors (7)	Spring	2018	342,763.89	-	342,763.89
Bladder Scanner (Eagle Park)	Annual	2018	18,040.02	-	18,040.02
SIM doll / course / accessories	Annual	2018	50,000.00	-	50,000.00
			\$ 663,170.15	\$ 123,494.40	\$ 539,675.75

Code Brew-NRGH								
Statement of Income & Retained Earnings								
For the quarter ending September 30, 2018								
				Budget 2018-2019	Apr to Sept 2018	Apr to Sept 2017	Budget Variance	Comments - Actual vs. Budget
Sales				\$ 346,250	\$ 378,583	\$ 331,010	\$ 32,333	
Cost of sales				155,000	166,882	151,024	\$ 11,882	
Gross margin				191,250	211,701	179,986	\$ 20,451	
Interest income				250	3,830	71	\$ 3,580	
				45%	44%	46%		COGS percentage of Revenue
				191,500	215,531	180,057	30,917	
Expenses								
	Bank charges			2,800	3,818	1,394	\$ 1,018	
	Insurance			1,000	1,463	1,309	\$ 463	
	Meetings and meals			200	-	15	\$ (200)	
	Office			2,650	2,008	1,891	\$ (642)	
	Professional fees			1,700	(124)	(2,827)	\$ (1,824)	Timing of audit expense
	Publicity and promotions			850	60	808	\$ (790)	
	Rent			-	-	-	\$ -	
	Utilities			1,850	129	515	\$ (1,721)	
	Repairs and maintenance			1,250	160	2,068	\$ (1,090)	
	Salaries and benefits			128,750	138,435	118,284	\$ 9,685	
	Telephone			600	225	525	\$ (375)	
	Training and education			250	90	125	\$ (160)	
	Travel			350	245	453	\$ (105)	
	Total Expense			142,250	146,511	124,559	4,261	
Net Income before Amortization and Management Fees				49,250	69,020	55,498	26,657	
	Donation to Foundation			-	-	-		
	Management Fees to NDHF			17,500	17,500	8,750	\$ -	
	Amortization			250	1,624	252	\$ 1,374	
Net Income (Loss)				\$ 31,500	\$ 49,896	\$ 46,496	\$ 25,283	

Nanaimo Lifeline Program								
Statement of Income & Retained Earnings								
For the quarter ended September 30th, 2018								
				Budget 2018-2019	Apr-Sep 2018	Apr-Sep 2017	Budget Variance	Comments - Actual vs. Budget
Monitoring and Installation Revenue				460,500	\$ 434,725	\$ 461,607	\$ (25,775)	
Direct Expenses				58,500	\$ 51,275	\$ 57,606	\$ (7,225)	
Gross Margin				402,000	\$ 383,450	\$ 404,001	\$ (18,550)	
Interest and Other Income				875	1,926	813	\$ 1,051	
				402,875	385,376	404,814	13,479	
Expenses								
	Bank charges			1,250	1,582	1,341	332	
	Insurance			1,250	991	886	(259)	
	Rent and occupancy costs			44,700	49,453	34,281	4,753	Interest rate increase on variable rate mortgage.
	Office			7,600	12,045	8,502	4,445	
	Professional fees			1,750	620	3,623	(1,130)	
	Publicity and promotions			6,000	4,714	15,939	(1,286)	
	Repairs and maintenance			50	1,447	1,376	1,397	
	Salaries and benefits			248,900	226,228	245,048	(22,672)	
	Telephone and fax			3,750	4,290	4,234	540	
	Training and education			2,500	-	398	(2,500)	
	Travel			5,500	3,543	6,161	(1,957)	
				323,250	304,912	321,788	(18,338)	
Net Income before Amortization and Management Fees				79,625	80,464	83,026	839	
	Donation to NDHF			0	-			
	Management Fees to NDHF			17,500	17,500	17,761	0	
	Amortization			53,000	49,657	53,555	(3,343)	
Net Income				48,874	\$ 13,307	\$ 11,710	\$ (35,567)	
Net Income before Amortization/Total Revenue				19.76%	20.88%	20.51%		
Net Income/Total Revenue				12.13%	3.45%	2.89%		

Report of the Governance Committee

For the Meeting Held October 12, 2018

The newly formed Governance Committee met for the first time on October 12 to review several policies relating to the Committee's role and function. The following represent new policy or changes to existing policies, and the Committee recommends approval of these to the Board.

Terms of Reference were developed and these were discussed at length with the Committee with some minor changes being made. These were adopted by the Committee as new Policy BW15F.

Existing Policy BW10A – Governance Champion was renumbered to BW14E so it is grouped with similar policies relating to role descriptions. It was also renamed Chair, Governance Committee Role and several minor changes were made so that it now reflects the work of a Committee rather than a single position.

Policy BW10B – Board Governance Workplan, Budget, and Calendar. This policy was reviewed to reflect the change to a Governance Committee from the Governance Champion Role. Small editorial and formatting changes were also incorporated.

Policy BW15D – Board Planning Committee Terms of Reference. This policy was discussed at length and it was decided that since the work of this Committee is now incorporated into the Terms of Reference (Policy BW15F) for the Governance Committee, this policy could be deleted.

Policy BW9 – Principles of Policy-Based Governance. This policy was reviewed by the Committee to ensure it reflected the formation of the new Committee in place of the old Governance Champion role. The Committee removed Principle #1 – 'The Board is the Trustee for the members' to reflect changes in the bylaws redefining 'members', and changed 'President' to 'CEO' throughout.

Board Agenda – format and timelines. The Committee reviewed the current Board agenda format and discussed some proposed changes to reflect committee reports, and to update language. The proposed agenda format includes a Consent Agenda so that information items could be grouped and approved/accepted all together. The new format will help to streamline meetings and ensure the most efficient use of the Board's time at meetings.

Policy BW13B – In-Camera Sessions. This policy was reviewed by the Committee as part of the review of the Board agenda format and to clarify the purpose of In-Camera Sessions. The Committee clarified language around in-camera attendance to reflect that attendance at in-camera sessions is restricted to the Board and the CEO. An annual in-camera session will be

held exclusively to discuss CEO performance and/or compensation – the CEO will not attend this session.

The Committee developed a Calendar to reflect meetings to be held prior to Board meetings and to ensure all policies are reviewed and brought to the Board as required.

The Committee discussed a Board Education Day, and decided it would schedule a date for the Board and CEO to review possible sources and connections for the upcoming capital campaign. November 8th was decided on for this meeting.

Policy Type: Board Work Policy Name: Principles of Policy-Based Governance	Policy Number: BW 9 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually	Date Policy Reviewed: October 12, 2018 Date Policy Revised: November 20, 2018

The Board understands and agrees to adhere to the principles of policy-based governance.

The principles are:

1. The Board's job is to determine the Ends for the Foundation; the means is delegated to the CEO.
2. Policy is written at the broadest value before the decision is made to write more.
3. The Board delegates its authority rather than reacting and ratifying staff initiatives.
4. The relationship between the Board and the CEO is empowering and respectful.
5. The Board manages risk by setting the CEO's limits and the Executive Expectations, not prescribing action.
6. The CEO's performance is monitored against policy criteria.
7. The Board designs its own processes through policy.
8. The Board speaks with one voice or not at all.

Policy Type: Board Work	Policy Number: BW 10B
Policy Name: Board Governance Work Plan, Budget and Calendar	Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually	Date Policy Reviewed: October 12, 2018
	Date Policy Revised: November 20, 2018

The Board believes that excellence in governance requires a plan of annual activities with a commensurate commitment of resources. The Governance Committee develops such a work plan with an annual budget that commits resources to support the governance process and activities.

1. The Governance Committee develops and submits an annual Board work plan and budget to the Board for approval. Once approved, the CEO ensures the work plan is incorporated into the Foundation's financial plan and budget.
2. The Board work plan will include such items as:
 - Board Director Orientation
 - Strategic Planning/Board Retreat
 - Board Learning
 - Links to Community
 - Policy Review
 - Board/Chair support
3. The Board meeting agenda incorporates the details of the work plan.
4. A Board calendar will be developed outlining the following activities:
 - Board Meetings: Date/Time/Place
 - Executive Expectations Monitoring Schedule
 - Policy Review
 - Consent Items
 - Ends Policies Discussion
 - Links to Community
 - Board Committees
 - Board Learning
 - Board Governance Plan
 - Other

The Board will receive and address all stakeholder complaints and disputes that relate to Board Work.

Policy Type: Board Work Policy Name: In-Camera Sessions	Policy Number: BW 13B Date of Acceptance of Policy: June 20, 2017
Date to Review Policy: Annually	Date Policy Reviewed: October 12, 2018 Date Policy Revised: November 20, 2018

The Board conducts two types of meetings: open Board meetings, and in-camera sessions.

In-camera sessions are special meetings (or a portion of a meeting) where the Board of Directors may convene separately from staff and/or the public to have candid, off-the-record discussions about matters that are important to the Foundation. Matters discussed at in-camera sessions are confidential.

The Board of Directors will have an in-camera session as a standing item of regular Board meetings, typically at the end of the agenda. The in-camera session will include the CEO.

The Board may choose to move in-camera, or hold special meetings that are not open to the public or Foundation staff members, where it determines it is in the best interest of the Foundation to do so. The Chair may order that the meeting move in-camera, or any Director may request a matter be dealt with in-camera, in which case a vote will be taken. If a majority of the Board agrees, the matter shall be dealt with in-camera.

If a Director feels they have an issue that should be discussed in-camera, they will first discuss it with the Board Chair, whenever possible, prior to the meeting to ensure the issue belongs in-camera and to ensure adequate preparation prior to discussion of the issue.

The in-camera session is restricted to the Board Directors and the CEO. Guests or counsel may attend an in-camera session upon the request of the Chair and with the consent of the Board.

There will be an annual in-camera session held exclusively to discuss CEO performance and/or compensation. The CEO will not attend the annual in-camera session.

Minutes of In-camera Sessions

If the Board determines minutes of an in-camera session should be kept, the Minutes should include, at a minimum, the following:

- The place, date, and start time of the meeting;

- The persons present;
- Who served as Chair and Recorder;
- The text of all motions;
- The results of votes on all motions;
- Any formal objections of Directors; and
- The time of adjournment.

In order to maintain confidentiality, minutes of in-camera sessions should be filed separately from other records and only a restricted list of directors should have access to them.

Policy Type: Board Work Policy Name: Chair, Governance Committee Role	Policy Number: BW 14E Date of Acceptance of Policy: October 2, 2010
Date to Review Policy: Annually	Date Policy Reviewed: October 12, 2018 Date Policy Revised: November 20, 2018

Responsibilities of the Chair, Governance Committee:

- Monitoring Board compliance with the current governing model and recommending corrective action when necessary
- Responding to questions about the Board governance model and how it impacts specific situations from time to time
- Ensuring all Board Policies are reviewed annually
- Providing an orientation to the Board’s policy governance model, and leading the policy review process at the annual Board orientation for new Board members
- Leading 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, will provide reference for the Board Evaluation.

The Board Evaluation Plan should include:

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

Policy Type: Board Work Policy Name: Board Planning Committee Terms of Reference	Policy Number: BW 15D Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Planning Meeting	Date Policy Reviewed: January 17, 2017 Date Policy Revised: January 17, 2017

Task(s) of the Committee:

1. ~~To w~~Work with the ~~President~~CEO, Board Chair and Governance ~~Champion~~Chair to plan the outcomes and agenda of the Board Planning session.
- 2.1. _____ The Board Planning session will be held annually either as a Board retreat or as a special ~~B~~board meeting.
- 3.2. _____ ~~To work with the Board This will be an opportunity for the Board~~ to review/discuss/recommend changes to the Foundation Strategic Plan, review Ends Policies, address Board Learning/orientation, and identify any Board initiatives/focus for the upcoming year.
- 4.3. _____ ~~To assist~~ involve Directors in preparing for and participating in the session by providing an agenda and other materials as required, prior to the meeting
- 5.4. _____ Report committee progress to each Board meeting
- 6.5. _____ Ensure follow up report and evaluation are complete for the session
- 7.6. _____ Make recommendations to the Board for upcoming sessions

Duration of the Committee: Fall to Spring

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

Committee membership:

- a) The Chair of the Committee and a minimum of two other Directors shall be appointed to the Committee by the Board
- b) Board Chair and President are ex-officio

Requirements of the Committee for President/Staff time:

- Attendance of the President (or her designate) at the planning meetings
- Preparation of materials for the session

- Booking of the meeting room, meals and accommodation (if necessary) for the Directors

Budget requirements:

- ~~Costs for the meeting room, meals, AV requirements, printing of materials, accommodations (if necessary)~~
- ~~Costs for Directors' attendance as per Board budget~~
- ~~Facilitator costs~~
- NOTE: These could all be built into the Board Budget

Reporting obligations:

- To the Board at each Board meeting prior to the session and one after or as required by the Board

DELETE???

If the Planning Session was to occur once per year in the Spring (before or after the fiscal year end??) items for the Session could be tracked by the CEO as they arise, and the Chair and CEO could put together the agenda for the Meeting just prior. Does it need a Committee?? – Or, is this a task for the Governance Committee?

Policy Type: Board Work Policy Name: Governance Committee Terms of Reference	Policy Number: BW 15F Date of Acceptance of Policy: TBD
Date to Review Policy: Annually	Date Policy Reviewed: October 12, 2018 Date Policy Revised: October 12, 2018

Purpose of the Committee:

The purpose of the Committee is to ensure the Board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, monitoring of Board activities, and evaluation of board members' performance. The Committee will ensure the Board is able to govern the Foundation effectively by:

1. The creation, review, and monitoring of Board Policies and Procedures, particularly as they relate to the roles, duties, and responsibilities of the Board, Committees, individual Directors, and the CEO;
2. The provision of training, coaching, and mentoring for Board Directors so they may develop their own skills as Board members
3. Making sure all Board members feel confident in their knowledge of the Foundation's Vision, Mission, Values, Budget, and Ends.
4. Ensuring an annual assessment of the Board's strengths and weaknesses through Board and Committee evaluations
5. Reviewing and updating, where necessary, the Foundation Bylaws
6. Monitoring Board compliance with policies BW9 – Principles of Policy Based Governance, and BW10 – Governing Style, and recommending corrective action when necessary
7. Providing an orientation to policy governance, and the Board's policy manual, at the annual orientation for new Board members
8. Working with the Board Chair and CEO to plan the outcomes and agendas of Board Strategic Planning sessions, typically held each year.
9. Ensuring Board Strategic Planning sessions provide an opportunity for the Board to review, discuss, and recommend changes to the Foundation Strategic Plan, review Ends Policies, address Board Learning and Orientation, and identify Board initiatives and focus for the upcoming year. Directors will be provided with all information and documents to ensure they are adequately prepared and able to fully participate in the session.

10. Providing a Committee Report at each Board meeting.

Duration of the Committee: The Committee is a Standing Committee of the Board

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:

- a) In addition to the Chair of the Committee, a minimum of two other Directors shall be appointed to the Committee by the Board
- b) Each member will serve on the Governance Committee until the next Governance Committee is formed after the AGM
- c) The Board Chair and CEO are ex-officio members of the Committee

Requirements of the Committee for CEO/Staff time:

- The CFO will 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 Governance Committee will report its deliberations to the Board through its minutes and through the Committee Chair in a report to the Board at each Board meeting

Policy Type: Executive Expectations Policy Name: Compensation and Benefits	Policy Number: EE 12 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: Annually at Board Orientation November	Date Policy Reviewed: March 28, 2017 <u>November 20, 2018</u> Date Policy Revised: March 28, 2017 <u>November 20, 2018</u>
Monitoring Type and Frequency: Internal/Annual	Monitoring Dates: June <u>January</u>

With respect to employment, compensation, and benefits for employees, consultants and volunteers, the CEO shall protect the Foundation's public image, and to ensure fiscal integrity. In addition, the CEO shall consider compensation and benefits for Staff which are in line with the geographic or professional market for the skills employed, and do not create obligations over a longer term than revenues can be safely projected.:

Further, the CEO shall only change their own compensation and benefits with Board approval.

~~The President/CEO shall only change his or her compensation and benefits with Board approval.~~

Policy Type: Executive Expectations Policy Name: Contracts and Agreements	Policy Number: EE 13 Date of Acceptance of Policy: October 3, 2009
Date to Review Policy: <u>November</u>	Date Policy Reviewed: March 28, 2017<u>November 20, 2018</u> Date Policy Revised: March 28, 2017<u>November 20, 2018</u>
Monitoring Type and Frequency: Internal /Annual	Monitoring Dates: November<u>July</u>

In order for the essential work of the Foundation to be done, the President-CEO may transact with others through contracts and agreements.

Accordingly, the President-CEO may not shall:

1. Ensure the Jeopardize or compromise Board Ends policies are neither jeopardized nor compromised.
2. Ensure there is no deviation ~~Deviate~~ from contract agreements.
3. Ensure no Enter into contracts or agreements are entered into by the Foundation without adherence to operational checklists and policies including those designating signing authority.