

MINUTES

Meeting: SSHS Annual General Meeting (AGM)

Date & Time: 29 March 2025, 11:30am to 2:30pm

Location: Samahquam – Lot 2, QaLaTKu7em & Via Zoom

1. Welcoming by Chief Brock Peters

2. Call meeting to order (Chair: Chief Brock Peters)

- Quorum (min. 20) confirmed
- Meeting called to order at 11:55am

3. Adopt AGM agenda

- Add 'Business Arising' from review of previous AGM minutes to agenda for next AGM meeting

Motion to adopt agenda – moved (Clara Smith) and seconded (Doris Peters); no abstentions, questions, objections, or oppositions; motion carried.

4. Adopt previous AGM minutes (October 27, 2023)

Questions / comments / corrections to October 27, 2023 minutes

- Add location of previous AGM meeting – N'Quatqua
- Correct spelling of Gerard
- Questions/comments re:
 - Frequency of AGM (particularly in relation to *Societies Act*)
 - Eppa referred question to Munnings Law (Adam Munnings and Lana Neilsen)
 - a. Most recent 'AGM' was held on April 5, 2024, but quorum was not met on that date (*minutes are available from that meeting*)
 - i. In proposed new bylaws, quorum requirement will be reduced from 20 Members to 10 Members (partly on account of Xa'xtsa withdrawal from SSHS)
 - Per *Societies Act* and associated legal requirements, an AGM must be held
 - a. with 15 months of past AGM
 - SSHS is in compliance with this requirement
 - If Interim Health Director will speak to some items noted in past minutes
 - Eppa refers to today's AGM agenda, where Eppa will provide an update, which will include speaking to items noted in past AGM minutes
 - What does BDO stand for?
 - Binder Dikjer Otte, initials of the three founding European firms

- BDO is now a global network offering public accounting, tax, assurance, and advisory services
- **Communications with community**
 - Eppa noted the quarterly newsletters distributed by SSHS, whereby SSHS aims to communicate updates about SSHS operations, programs, and services, and staff, as well as events happening in the community
 - a. These quarterly newsletters are available on SSHS's website:
 - i. <https://sshs.ca/newsletters/>
 - There is a desire from community members for more communications to be offered/available within community (re: what programs and services are being offered and how, when, and where they are being offered)
- **Health stations within communities**
 - There is a desire from community members for more communications to be offered/available within community re: programs and services that are available at health stations
 - Encourage community members to connect with Community Health Representatives (CHRs)
- **Patient travel and Elders care and coordination**
 - It was acknowledged that patient travel is no longer delivered by SSHS
 - a. It was shared that it is hard to deliver patient travel and Elders care and coordination services with resources currently available at both community and individual level
 - i. Encourage continued advocacy to FNHA about insufficient resources for underserved community
 - Communication is very important to best serve community members, especially as change is occurring

Motion to adopt previous AGM minutes from October 27, 2023 – moved (Beverly Smith) and seconded (Evelyn Sam); no abstentions, questions, objections, or oppositions; motion carried.

5. **es zúmin' Primary Care Centre (ePCC) – Introduction**

- es zúmin': to care for
- Second First Nations-Led Primary Care Centre (FNPPC) to open in the Vancouver Coastal region and is part of the First Nations Health Authority (FNHA) First Nations-Led Primary Care Initiative
- The Centre will enhance access to culturally safe and relevant and trauma-informed health care services for the Lílwat, N'Quatqua, Samahquam, Skatin and Xa'xtsa (Douglas) communities'
- Clients/patients will receive care from a collaborative group of health care providers and professionals, including primary care providers, traditional healing and wellness, and allied health practitioners
- To start, the ePCC will deliver services at SSHS and Pq'usnalhcw Health Centre, as well as mobile and virtual services
 - Recruitment for clinical and traditional roles is ongoing
 - Family physician
 - Nurse practitioner
 - Clinical Manager

- Physiotherapist
- Social worker
- Transportation coordinator
- Other
- ePCC will be governed by Board
- ePCC Staff Introductions
 - Ricky Kumar – Operations Director
 - Ricky stated/acknowledged that he is a guest on land
 - ePCC and its staff will strive to deliver healthcare programs and services that are community driven, culturally safe, grounded in trust, accessible
 - Ricky shared his experience working in rural and urban communities; in each role priority has been to listen, learn, and support health care that truly reflects voices and values of people it serves
 - Ricky holds a Doctor of Medicine (Ukraine) and master’s in health Promotion (Australia)
 - Ryley Siscoe – Registered Nurse (RN)
 - Proud member of Qalipu First Nation (Mi’kmaq) band from Newfoundland and Labrador
 - Became RN in 2020, experience working in medicine, surgery, dialysis, mental health and addictions
 - Has had privilege of working with First Nations
 - Team lead of mobile addictions program
 - Recognizes vital importance of culturally informed, accessible care and that healing has to come from within community
 - Ensure that he meets people where they are with compassion, humility, and respect ▪ Ryley holds RN and Master of Arts in Political Science
 - Catherine Lemoine-Courcelles – Community Dietician
 - Will work in area of community nutrition
 - Believes food isn’t just fuel – but medicine, culture, and connection
 - Will work with community to add joy and variety to their meals, and promote food as key pillar of health and wellness

6. 2024 Year End Audit – (presented by BDO Canada LLP: Riley Bruschinsky)

- Riley Bruschinsky is an Audit Manager at BDO
- BDO has issued another clean audit report to SSHS with no material weaknesses or deficiencies • BDO positively notes a minimal amount of adjusting entries, representing a reduction from previous fiscal years
- Under Audit Standards, auditor must assess two significant risks:
 - 1) risk of fraud – to mitigate any risk of fraud, BDO conducted focused testing – successfully completed testing with no findings
 - 2) risk of management override – to mitigate any risk of management override, BDO conducted focused testing – successfully completed testing with no findings
- Balance Sheet
 - Observed significant increase in cash at year-end
 - Hand in hand with reduction in AR at 2024 year-end
 - Deferred revenue increased – as a result of receiving funding

- Non-financial assets – remained consistent year over year (YoY)
- Only a few capital additions to report, small change from 2023
- Income Statement
 - Slight decline in revenue
 - Offset by corresponding decline in expenses
 - Deficit similar to 2023
- Audit Report
 - New note: included due to financial statement criteria that require BDO by law to include in Financial Statements
 - Uncertainty based on deficit two years in a row
 - Liabilities materially exceed assets in year
 - Solely included for information purposes and to be in line with reporting guidelines

Motion to appoint BDO Canada LLP as Auditor for FY2024/2025 – moved (Julia Schneider) and seconded (Anita Patrick); no abstentions, questions, objections, or oppositions; motion carried.

7. Verbal update from Interim Health Director – by Eppa Gerard Peters

- **es zúmin' Primary Care Centre updates**
 - Eppa is member of es zúmin' Primary Care Centre Board (ex-officio position under *BC Societies Act*)
 - Other ex-officio positions include Pamela Jules (Xa'xtsa) and Jessica Frank (Lílwat')
 - Other Board representatives include Doris Peters (N'Quatqua), Geneva Quipp (Skatin), and Chief Brock Peters (Samahquam)
 - In June of 2024, es zúmin' Primary Care Centre received official confirmation of society under Societies Act
 - Effective June 2025, Ricky will be reporting to and taking direction from Board of Directors of es zúmin' Primary Care Centre (listed above)
 - es zúmin' Primary Care Centre is funded by FNHA, Government of BC (VCH), and likely will also receive funding from the Government of Canada (Health Canada)
 - Ultimately Board will be reporting to Members
 - Currently occupies space in current SSSH building
- **Governance renewal updates**
 - Governance renewal process began before Eppa's time (Eppa appointed Interim Health Director in May of 2023)
 - Process was interrupted when SSSH underwent significant need for adjustments ▪ Upon being appointed to Interim Health Director role, Eppa requested access to up to date Constitution at the time
 - Doris introduced Eppa to Munnings Law (Adam Munnings) and Eppa received good grounding of, at the time, existing Bylaws and Constitution
- **Administration and operational updates**
 - Eppa's focus upon becoming Interim Health Director was to address administration needs and deficiencies and later management, before turning attention to resuming governance renewal work
 - Eppa and team have also overseen physical improvements and cleanup of the physical space of SSSH, including improvements to the parking lot

- Eppa and team have facilitated the rental of SSHS's space to es zúmin' Primary Care Centre, as well as other FNHA areas
- Challenges facing SSHS now are different from challenges SSHS faced in the past
- SSHS's most significant challenge now is capacity – SSHS is challenged in recruiting and retaining staff
 - Despite this, SSHS has still grown its staff since Eppa's appointment
- Eppa and team have undertaken important administration and governance work to ensure that issues that befell the organization two years ago are eliminated as much as possible, this will be aided by:
 - amending bylaws and Constitution
 - finding a qualified replacement for Eppa
 - a. This will happen in the fairly near future
 - i. Doris on behalf of the SSHS Board has directions to renew Eppa's contract, however, this will be the last renewal of Eppa's contract
 - ii. Eppa thanks dedicated Board of Directors, staff, and external supports and gives gratitude to core team, who have remained loyal and committed to rebuilding SSHS
- Questions / Comments from AGM attendees:
 - **Patient Travel**
 - SSHS is out of the business of patient travel, this was a management decision made by Eppa in response to available resources
 - a. SSHS was not funded and is not funded for patient travel
 - i. Costs related to vehicles, drivers, hotels, meals were contributing to an unsustainable deficit for SSHS
 - Are there any funds available from FNHA for Patient Travel?
 - a. Samahquam relies on FNHA to fund patient travel and as is understood, the only available pool of funding is from FNHA – requires formal agreement between Samahquam and FNHA
 - Patient travel advocacy: encourage communities to show a unified, concerted effort to communicate to FNHA that the current process and allocation for patient travel is not working
 - a. Start a dialogue about what can be done to make it work
 - Rural Transit Solutions Fund (RTSF) – Government of Canada funding program
 - a. Funding proposal is approved in principle – funding to purchase two (2) equipped, 4x4, all-season bus vans to be used to established year-round transportation service in communities
 - i. Important question: how does an upcoming federal election bear on this?
 - b. Communities need to be aware that this program **only** funds capital expenditure (i.e., the 4x4 bus vans)
 - c. SSHS must speak to communities – in particular, Samahquam and Skatin – because once purchased and in service, the bus vans will need a location to be securely and safely stored, in either or both communities
 - d. Operational costs will need to be creatively explored with communities
 - i. For patient travel; access FNHA funding where possible
 - ii. For non-patient travel, a user fee model is proposed
 - Re: patient travel, SSHS will be available to engage with communities on this and any other issues, but SSHS cannot invite itself in, must be invited by community to engage

- Chief Brock Peters will take concerns from Samahquam members at Samahquam level in capacity of Chief
- General comments about Patient Travel:
 - a. Amount and resources provided are fundamentally inadequate; issue raised on recurring basis
 - i. Doris shared that a collective community voice contributes to change, and as a result of raising the issue the mileage rate has gone up, with another enactment that the meal rate will be going up
 - ii. Unfortunately, neither of the increases are very significant, but there is still recognition that the community voice advocated for change, and a continued community voice can hopefully affect further change
 - b. Community leadership is going to continue to advocate for an increase to patient travel support and resources (dollars and otherwise), especially for our communities that are more rural and remote
 - c. Issue raised by Samahquam CHR: it is challenging to receive appropriate appointment confirmations from doctors' offices – appointment confirmation is required to submit a request to FNHA for travel, meals, accommodation, etc. costs to be reimbursed
 - d. Other issues stem from a requirement to provide physical and mailing addresses – especially in light of new homes being built in community, when FNHA receives physical address, they do not accept
 - e. Eppa will be attending upcoming FNHA regional caucus and will raise this issue in an effort to reshape the FNHA process / paperwork requirements for payments such that it does not hold up care that community members require
- **Health Stations – how they are operated?**
 - Acknowledgment that FNHA has provided funding and oversight for building facilities in community, however, there remains a large gap in resources and supports to operate and manage facilities
 - SSSH facilitates the flow-through of Capital Facilities Operations and Maintenance (CFOM) funding received from FNHA, that is allocated to each community, how communities administer and manage those funds is up to each individual community
 - Onus is on Samahquam Council and Administration to utilize resources offered by FNHA
 - SSSH is mindful of Samahquam's autonomy and agency
 - Skatin recently has communicated to FNHA/SSHS they want to build permanent health facility in Skatin
 - Community Health Plans must coincide with central SSSH Health Plan
- **Telehealth**
 - In service, but Wi-Fi reliability is an issue
 - Not functioning as effectively as it could be
 - Unclear who is involved and responsible for ensuring Telehealth functions and performs as needed
 - SSSH will await a request from Skatin to provide any required and desired support to get the attention of FNHA to this matter

- It is noted that FNHA has been installing hardware and software in community to support more effective functioning of services
- Eppa suggests communities request FNHA to travel to communities in person; SSHS can support and facilitate this request

Motion to direct Ricky Kumar (es zúmin' Primary Care Centre) and Eppa (SSHS) to undertake direct discussions with Samahquam and Skatin over matters relating to communication, particularly related to delivery of health care services – moved (Evelyn Sam) and seconded (Beverly Smith); no abstentions, questions, objections, or oppositions; motion carried.

8. Governance Renewal Draft Review (presented by Munnings Law: Lana Neilsen and Adam Munnings)

- Letter – Bylaw Amendments Summary (attached)
 - Background provided:
 - Munnings Law has been engaged with SSHS since 2014
 - In September 2017, then SSHS Health Director (Rosemary Stager) and Board requested Munnings Law recommend changes to Bylaws to separate SSHS from community governance
 - a. The recommended bylaw changes in 2017 were not brought to Members
 - In February 2019, SSHS began process of accreditation which would give SSHS more funding opportunities and funding from FNHA to develop “best practices” and new policies.
 - a. Part of accreditation policy included organizational review which recommended the separation of business and government
 - b. Board reviewed then Bylaws, but were not ready to make changes
 - c. 2020 – COVID-19 interruption
 - In November 2021, then SSHS Health Director (Rosemary Stager) left organization, and Bylaws were going to be put forward to Members at December 2021 AGM.
 - a. Bylaws were not put forward at this AGM
- In May 2023, Eppa was brought in as Interim Health Director in response to existing Health Director leave; Eppa committed to amending the Bylaws
 - Over the past six (6) months, Munnings Law has worked with Eppa, a Governance Renewal Committee, and the Board to prepare proposed redraft of the Bylaws
- Summary of major changes:
 - Refer to the letter provided by Munnings Law (attached)
 - Summary of significant changes:
 - Members must re-apply for membership each year
 - New withdrawal process for Member Nations
 - Quorum for meetings of Members lowered from 20 to 10 members
 - One of the two Directors from each Member Nation will be voted on by the Member Nation’s community members
 - The other Director from each Member Nation will be jointly appointed by Chief and Council and the Member Nation’s Administration
 - Director terms increased from 2 to 4 years
 - Director terms will be staggered
 - a. Directors cannot be Chief or an Executive-level employee of a Member Nation

Questions re: Governance Renewal Draft Bylaws:

- Re: Withdrawal of Member Nations
 - Why is requirement a Band Council Resolution (BCR) and not a Members Resolution?
 - Process requires clear decisions and instructions as funding agreements and funding flow throughs are involved
 - For any change to funding agreements or flow through funding, a BCR is required
 - Under current Bylaws, Members do not need to be consulted, and Chief and Council can withdrawal the Nation from SSHS
 - New proposed clause gives the community the opportunity to have input into the decision about whether or not a community remains or withdrawals from SSHS
- Members will not vote on the proposed amendments today – proposed Bylaw amendments and presentation will be posted and available on SSHS’s website
 - SSHS will do it’s very best to ensure Members are as informed as possible ahead of being asked to vote on the adoption of the proposed Bylaws at a Special General Meeting (SGM)
 - This SGM will occur in 62 days (from today) – invitation to be sent out for May 31, 2025
 - a. Notice will be sent by May 9, 2025 (at the latest), if vote is to occur on May 31, 2025
 - b. Any comments or questions from Members will need to be received by May 1, 2025 and responded to before May 9, 2025 to ensure notice and accompanying package can be sent out by May 9, 2025 (at the latest) to comply with requirement for 21 days’ notice
 - Members will convene at SSHS office to vote
 - a. SSHS will provide information on how the vote will occur and be calculated in advance of the vote day
 - b. Vote will likely be calculated based on 66+1% of those that show up to vote
 - SSHS will pose a plain language question to Members
 - a. It will be the responsibility of the SSHS Board to finalize the wording of the question posed to voting Members
 - b. Board will receive input from Munnings Law into wording to ensure full compliance and conformance with regulations/legal requirements
 - Existing bylaws are still current, in effect and in force – until such date, new bylaws are adopted, and date is determined to put in effect new bylaws
 - Once adopted, amended bylaws will go into effect 60 (or so) days following the vote
 - This period of time will be used by each community to convene a community meeting(s) that will confirm intention, Board member(s), term durations, etc.
 - Work of SSHS Board, Governance Renewal Committee, and SSHS staff will be ongoing to specify and provide details to Members

Motion that there is consensus on proposed next steps re: governance renewal: moved (Beverly Smith) and seconded (Evelyn Sam); no abstentions, questions, objections, or oppositions; motion carried.

9. Questions / Open Floor Discussion

- Comment from N'Quatqua Member – thanks and appreciation to SSHS
 - For hosting nutrition workshops in N'Quatqua (SSHS is always looking for ways to help people in community through workshops and programs to lead and live healthier lives)
 - Gratitude to Eppa for stepping up and staying on the course to help Members and the communities
 - Appreciation for the newsletters – well-informed, well laid out and well received by Members
- Request from Member for further information about SSHS organizational structure and programs
 - Refer to SSHS newsletter and SSHS staff for more information
- Request from Member for further information about es zúmin' Primary Care Centre Still
 - Noted that ePCC is still recruiting and in the development stage
 - Refer to SSHS newsletter and SSHS staff for more information

10. Adjournment

- Meeting adjourned (Evelyn Sam) at 2:23pm