



**ANNUAL GENERAL MEETING
June 25, 2018**

<u>PRESENT</u>	K. Pristanski, Chair	J. Pothof, Vice Chair	J. Foulds, Director
	E. Rutherford, Director	A. O'Connor, Director	
	D. Murray, President & CEO	D. Allen, CNE/COO	Dr. R. Dhaliwal, COS
	J. Jean, Recorder		
<u>REGRETS</u>	N. Gladun, Director	E. Wawia, Director	Dr. Doug Scott, FHT Lead

1.0 CALL TO ORDER

K. Pristanski called the Annual Meeting of the Members of the Corporation to order at 7:30 pm.

2.0 APPROVAL OF AGENDA

MOTION #1

Moved By - A. O'Connor

Seconded By - J. Pothof

"That the Agenda be approved as presented." Carried.

3.0 REVIEW/APPROVAL OF THE PREVIOUS MEETING MINUTES

The meeting minutes of the June 20, 2017 Annual Meeting of the Members of the Corporation were provided and reviewed.

MOTION #2

Moved By - A. O'Connor

Seconded By - E. Rutherford

"That the June 20, 2017 Annual Meeting minutes of the Members of the Corporation be accepted as presented." Carried.

4.0 PRESENTATION OF ANNUAL REPORTS

4.1 President and CEO, David G. Murray

D. Murray reviewed the highlights from the 2017/18 Annual Report.

Chief Financial Officer, Justin Garofalo (Interim)

J. Garofalo reviewed the highlights from the 2017/18 Annual Report.

5.0 BUSINESS MATTERS

5.1 By Law No. 2

MOTION #3

Moved By - J. Foulds

Seconded By - A. O'Connor

"That the following changes be accepted as amended." Carried

Existing By-Law Article

Suggested Change

Article 4.1 (d)

Composition of the Board

The Executive Director, as an *ex-officio* non-voting Director.

The Director, Family Health Team / Community Services as an *ex-officio* non- voting Director.

Article 4.6

Election and Term

The Directors referred to in section 4.1(a) shall be elected for a term of ~~one year~~, provided that each Director shall hold office until the earlier of the date on which his or her office is vacated pursuant to sections 4.4 and 4.5 or until the end of the meeting at which his or her successor is elected or appointed.

The Directors referred to in section 4.1(a) shall be elected for a term of **two years**, provided that each Director shall hold office until the earlier of the date on which his or her office is vacated pursuant to sections 4.4 and 4.5 or until the end of the meeting at which his or her successor is elected or appointed.

Article 5.9

Medical Advisory Committee Consultation

To enable the Corporation's physicians to provide advice and make recommendations on decisions pertaining to patient care, the Board shall seek and consider the recommendations of the Medical Advisory Committee before passing any resolutions on matters that will or may affect patient care. Matters mandated by the Ministry of Health and Long-Term Care are not subject to this Medical Advisory Committee review. If the Medical Advisory Committee declines to review a matter contemplated under this Section 5.9, the Board will proceed

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with its review and decision. If the Board disagrees with a recommendation of the Medical Advisory Committee, the Board shall establish a working group comprised of two physicians selected by the Medical Advisory Committee and two Directors selected by the Board. The ~~Executive Director~~ and the Chief Executive Officer shall attend working group meetings as a resource in a non-voting capacity. The working group shall convene to discuss a resolution. To this end, the working group members shall act in good faith to reach a resolution satisfactory to both the Board and the Medical Advisory Committee. If the working group does not reach a resolution satisfactory to both the Board and the Medical Advisory Committee within a period of 30 days after the working group is established, then the Board may proceed with its review and decision and in doing so, shall consider the outcome of the working group discussions.

Article 9.1

Officers

The Officers shall include the Chair, Vice-Chair and Secretary, and may include such other Officers as the Board may determine. The Board shall appoint the Officers at its first meeting following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. The Chief Executive Officer / ~~Executive Director~~ shall be the Secretary. A person may hold more than one office. The Chair and Vice-Chair shall be appointed by the Board from among the elected Directors. The Chair shall, when present, preside at all meetings of the Members and the Board.

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Article 10.2

Execution of Documents

Deeds, transfers, assignments, contracts, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation shall be signed by any one Director, together with the Chief Executive Officer / ~~Executive Director~~ or other person designated by Board resolution, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments or documents may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy

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Article 12.2

Board Spokesperson

The Board Chair (or designate) has the authority to speak on matters related to governance responsibilities of the Corporation. The Chief Executive Officer/~~Executive Director~~ has the authority to speak on matters related to the administration of the Corporation.

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5.2 Presentation of Audited Financial Statement

J. Garofalo invited discussion among the membership regarding the audited financial statement. No concerns were expressed.

MOTION #4

Moved By - E. Rutherford

Seconded By - J. Pothof

"That the Audited Financial Statements of 2017/18 be accepted as presented."
Carried.

5.3 Appointment of Auditors for 2018/19

MOTION #5

Moved By - J. Foulds

Seconded By - A. O'Connor

"That the membership appoints Grant Thornton Chartered Accountants LLP as auditors for the 2018/19 fiscal year." Carried.

5.4 Nomination and Re-Election of Director

There are 3 Directors up for re election. A. O'Connor will not be renewing his term. N. Gladun and E. Wawia have stated their intentions for re election.

MOTION #6

Moved By - J. Foulds

Seconded By - A. O'Connor

"That N. Gladun and E. Wawia be re elected for a two year term." Carried.

K. Pristanski thanked A. O'Connor for his dedication to the Board. His experience and skills have been an asset.

6.0 OTHER

Congratulations to Board Director, J. Pothof

J. Pothof was acknowledged for his dedication and contributions for his 10 years of service as a Board Director.

7.0 ADJOURNMENT

MOTION #8

Moved By - A. O'Connor

Seconded By - J. Pothof

"That the Annual Meeting of the Members of the Corporation be adjourned at 8:15 pm."
Carried.


K. Pristanski, Board Chair


David G. Murray, Secretary