



**ANNUAL GENERAL MEETING
June 24, 2019**

PRESENT K. Pristanski, Chair
R. Beatty, Director
D. Murray, President & CEO
S. Jean, Director
FHT/Community Services

N. Gladun, Vice Chair
G. Mackenzie, Director
C. Covino, CNE/COO

E. Rutherford, Director
J. Foulds, Director
L. Haskell, CFO
J. Jean, Recorder

REGRETS E. Wawia, Director
Dr. R. Dhaliwal, COS
Dr. D. Scott, FHT Lead
Dr. R. Foulds,
President Medical Staff

1.0 CALL TO ORDER

K. Pristanski called the Annual Meeting of the Members of the Corporation to order at 5:00 pm.

2.0 APPROVAL OF AGENDA

MOTION #1

Moved by - E. Rutherford
Seconded by - N. Gladun

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

3.0 REVIEW/APPROVAL OF THE PREVIOUS MEETING MINUTES

The meeting minutes of the June 25, 2018 Annual Meeting of the Members of the Corporation were provided and reviewed.

MOTION #2

Moved by - J. Foulds
Seconded by - N. Gladun

"That the June 25, 2018 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 2018/19 Annual Report.

4.2 Chief Financial Officer, Lauren Haskell

L. Haskell reviewed the highlights from the 2018/19 Annual Report.

4.3 Director, NDFHT / Community Services
S. Jean reviewed the highlights from the 2018/19 Annual Report.

5.0 BUSINESS MATTERS

5.1 By Law No. 2

MOTION #3

Moved by - J. Foulds

Seconded by - N. Gladun

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

Existing By-Law Article

Suggested Change

Article 3

3.2 Annual Meetings

In accordance with the Public Hospitals Act, the annual meeting of Members shall be held between the 1st day of April and the ~~31st~~ day of ~~July~~ of each year.

In accordance with the Public Hospitals Act, the annual meeting of Members shall be held between the 1st day of April and the **30th** day of **September** of each year.

Article 4.1 (d)

Composition of Board

The Board shall consist of:

d) the ~~Director~~, Family Health Team / Community Services as an *ex-officio* non-voting Director.

d) the Executive 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 ~~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 or 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 **three** 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 or 4.5 or until the end of the meeting at which his or her successor is elected or appointed.

Article 4.8

Maximum Terms

Each Director referred to in subsection 4.1

Each Director referred to in subsection 4.1

(a) shall be eligible for re-election, provided that the Director shall not be elected for a term that will result in the Director serving more than ~~ten~~ consecutive years. The Director may also be eligible for re-election for another term or terms (to a maximum of ~~ten~~ consecutive years) if at least three months have elapsed since the termination of his or her last term. In determining a Director's length of service as a Director, service before the coming into force of this by-law shall be included. Despite the foregoing:

- a) a Director may, by Board resolution, have his or her maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair; and
- b) where a Director was appointed to fill an unexpired term of a Director, the partial unexpired term filled by the Director shall be excluded from the calculation of the maximum years of service.

Article 8.1 (a)
Board Committees

The Board may establish committees from time to time. The Board shall determine the duties of the Board committees. The Board committees shall be:

- a) Standing Committees, being those committees whose duties are normally continuous; and

Article 9.1
Officers

The Officers shall include the Chair, Vice-

(a) shall be eligible for re-election, provided that the Director shall not be elected for a term that will result in the Director serving more than nine consecutive years. The Director may also be eligible for re-election for another term or terms (to a maximum of nine consecutive years) if at least three months have elapsed since the termination of his or her last term. In determining a Director's length of service as a Director, service before the coming into force of this by-law shall be included. Despite the foregoing:

- c) a Director may, by Board resolution, have his or her maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair; and
- d) where a Director was appointed to fill an unexpired term of a Director, the partial unexpired term filled by the Director shall be excluded from the calculation of the maximum years of service.

The Board may establish committees from time to time. The Board shall determine the duties of the Board committees. The Board committees shall be:

- a) Standing Committees, being those committees whose duties are normally continuous; or those required under the Public Hospitals Act as outlined in Article 15.1; and

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 / ~~Director-Family Health Team/ Community Services~~ 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.

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 / ~~the Director, Family Health Team/ Community Services~~ 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.

Article 15.1
Committees and Programs required by the *Public Hospitals Act*

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to the *Public Hospitals Act*, including a medical advisory committee ~~and~~ a fiscal advisory committee.

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 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.

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 / **Chief Operating Officer** 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.

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to the *Public Hospitals Act*, including a medical advisory committee, a fiscal advisory committee **and a quality and performance monitoring committee.**

5.2 Presentation of NDMH Audited Financial Statement

L. Haskell invited discussion among the membership regarding the NDMH audited financial statement. No concerns were expressed.

MOTION #4

Moved by - G. Mackenzie

Seconded by - N. Gladun

"That the NDMH Audited Financial Statements of 2018/19 be accepted as presented."
Carried.

5.3 Presentation of NDFHT Audited Financial Statement

L. Haskell invited discussion among the membership regarding the NDFHT audited financial statement. No concerns were expressed.

MOTION #5

Moved by - E. Rutherford

Seconded by - R. Beatty

"That the NDFHT Audited Financial Statements of 2018/19 be accepted as presented."
Carried.

5.3 Appointment of Auditors for NDMH 2019/20

MOTION #6

Moved by - N. Gladun

Seconded by - E. Rutherford

"That the membership appoints Grant Thornton Chartered Accountants LLP as auditors for NDMH the 2019/20 fiscal year." Carried.

5.4 Appointment of Auditors for NDFHT 2019/20

MOTION #7

Moved by - J. Foulds

Seconded by - G. Mackenzie

"That the membership appoints Grant Thornton Chartered Accountants LLP as auditors for NDFHT the 2019/20 fiscal year." Carried.

5.4 Nomination and Re-Election of Director

There are 3 Directors up for re election. K. Pristanski, E. Rutherford and J. Foulds. All 3 Directors have stated their intentions to seek re election.

MOTION #8

Moved by - G. Mackenzie

Seconded by - N. Gladun

"That K. Pristanski, E. Rutherford and J. Foulds be re-elected for a three year term."

Carried.

7.0 ADJOURNMENT

MOTION #9

Moved by - E. Rutherford

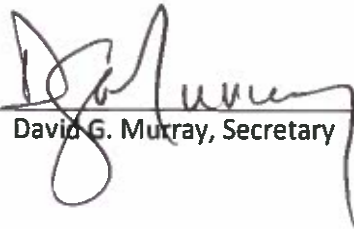
Seconded by – N. Gladun

"That the Annual Meeting of the Members of the Corporation be adjourned at 5:45 pm."

Carried.



K. Pristanski, Board Chair



David G. Murray, Secretary