



North Lambton Community Health Centre

Annual General Meeting

Thursday, June 29, 2017

5:00 PM

429 Exmouth Street, SARNIA

Healthy People ♦ Strong Communities

AGENDA

CALL TO ORDER, WELCOME AND INTRODUCTIONS

Traditional Territorial Acknowledgement

Mac Redmond

The North Lambton Community Health Centre acknowledges the Anishinaabe Peoples as the traditional custodians of this land on which we live and work.

Recognition of West Lambton Steering Committee
in honour of the 10th Anniversary of West Lambton

Message from the President and Executive Director

APPROVAL OF MINUTES

June 28, 2016 Annual General Meeting (attached)

Mac Redmond

Motion required to adopt the minutes

REVIEW OF AUDITED FINANCIAL STATEMENTS (attached)

Motion to adopt the 2016-2017 Financial Statements

Gus Mumby
Secretary / Treasurer

Motion to appoint Deloitte as auditor for 2017-2018 fiscal year, and authorize the Board of Directors to set the Annual fee for the auditor

Gus Mumby

COMMITTEE REPORTS (Attached)

Quality Performance Committee Report

Bill Davidson

Executive Committee Report

Mac Redmond

Resources Committee Report

Jane Joris

A motion is required to adopt each of the Committee Reports

SPECIAL RESOLUTIONS

Proposed changes to By-law #1

Mac Redmond

RATIFY THE ACTION OF THE BOARD OF DIRECTORS (Attached)

A motion is required.

Mac Redmond

NOMINATING COMMITTEE REPORT (Attached)

- Presentation of the slate of Proposed Candidates
- Remarks by candidates

Mac Redmond

ELECTION OF BOARD MEMBERS

- Appointment of scrutineers to distribute, collect and count ballots Mac Redmond
- Call for nomination from the Floor (3 times)
- Call for motion to close nominations
- Review list of candidates, ballots and voting procedures
- Voting and Collection of Ballots

PRESENTATIONS

Staff Service Recognition Kathy Bresett
Board Recognition Mac Redmond

OTHER BUSINESS ARISING

- Announcement of Election Results Mac Redmond
- Motion to Destroy the Ballots (if necessary)
- Call for other items for discussion from the membership
- Ask new Board to convene for a short organizational meeting at 6:30 PM
- Remind 2016-2017 Board Members regarding pictures
- Refreshments are available and those attending are welcome to stay for a social time

DATE OF NEXT BOARD MEETING

Tuesday, August 29, 2017 at 6:00 PM

ADJOURNMENT

Motion to adjourn (no vote necessary)



MESSAGE FROM PRESIDENT AND EXECUTIVE DIRECTOR

Welcome to the North Lambton Community Health Centre Annual General Meeting!

Please take the opportunity to read our summer newsletter that highlights recent programs and services available to our clients and community that demonstrates our continued efforts to provide access and care closer to home!

The Ministry of Health and our Erie St. Clair LHIN have prioritized improving health outcomes, the client's health care experience and decreasing the need for emergency department utilization and/or hospital admissions.

Our new Strategic Plan outlines three new goals to implement over the next four years, aligned with this vision. Please check out our new plan on our website or brochures available here tonight.

Through financial support of the Erie St. Clair LHIN, County of Lambton and Ministry of Tourism and Sport this past year, we will be able to continue with our Afterschool Program for five communities and implement the new Congestive Heart Failure Clinic working in partnership with specialists. As well, our new Housing and Homelessness Connector and Transportation program is making a difference and Health Links for Sarnia-Lambton is gaining momentum.

Our Board, Staff and Volunteers have increased awareness of health equity and will be improving our provision of care for our LGBTQ population.

Together, we thank our employees and partners who have created a collaborative environment that fosters integrated planning, thinking and evaluation to promote better experience and outcomes.

Most importantly, we thank our clients who share their stories and suggestions to motivate us; and we thank our community volunteers for working with us. Through donations and feedback, we are making a difference!

Mac Redmond
President, Board of Directors

Kathy Bresett
Executive Director

**North Lambton Community Health Centre
Annual General Meeting
Tuesday, June 28, 2016
5:00 PM
Crozier Hall, Forest**

Present: Fifteen members of the North Lambton Community Health Centre (general membership) in attendance.

2015-2016 Board Members Present: Pam Atkinson, Mac Redmond, Jean Dorey, Sue Sutherland, Bill Davidson, Gavin Hall, Barb Frayne, Gus Mumby

Regrets: Jane Joris, Marja George, Christine Murphy, Teri Thomas-Vanos

Recorder: Laurie Minielly

1. Welcome and Introduction

Sue Sutherland called the meeting to order at 5:10 PM and welcomed all those in attendance. Quorum was met according to the by-law. Bel Jamieson, Health Promotion Team Leader, introduced Randy Alexander, a participant at the Camlachie Exercise program. She noted that this program has 60 participants.

Randy spoke of how the wellness program has impacted his life and how all the participants enjoy the program.

Bel then introduced Mike Chalmers, who spoke on behalf of his brother, Carl Chalmers who is a COPD program participant. "Life is not about waiting for the storm to pass, it's about learning to dance in the rain". Mike relayed his brother's experience with needing a lung transplant and being a participant in the COPD program. He said the support from COPD is like a community and makes his brother feel worthy. He thanked April Abbott and Michelle Stewardson for all they have done for his brother.

Bel introduced Dr. Ali who spoke about the benefits of a CHC in the community and as part of the health care system. He noted that a Chronic Heart Failure Clinic with a Nurse Practitioner which started in April 2016 in Sarnia-Lambton.

2. Approval of Minutes

Approval of Minutes from the Annual General Meeting held June 25, 2015.

MOVED by Gavin Hall seconded by Mac Redmond that we adopt the minutes as presented. **CARRIED.**

3. Review of Audited Financial Statements

Gus Mumby, Secretary/Treasurer reviewed the audited financial statements. Gus thanked Kathy, Robin and Karen for their time and co-operation in providing information to Deloitte. He noted that a copy of the financial statements are available on the Centre's website, or by contact the Executive Director's office.

MOVED by Gus Mumby seconded by Jean Dorey that the members adopt the 2015/16 Financial Statement as presented. **CARRIED.**

MOVED by Gus Mumby seconded by Bill Davidson that the Board recommends the firm of Deloitte, Chartered Accountants be appointed to audit the North Lambton CHC financial statements for the 2016/2017 fiscal year, with an annual fee as negotiated by the Board of Directors. **CARRIED.**

4. Committee Reports

4.1 Quality Performance Committee Report

Bill Davidson noted we had a wonderful year in Quality Performance Committee. Quorum was met for most meetings. We counted on presentations from Bel and Leah and others. He thanked all those for the information that was presented. He pointed out that we monitored 46 programs at 35 different sites led by approximately 91 volunteers and staff.

MOVED by Christine Murphy seconded by Bill Davidson that the Quality Performance Committee report be adopted as presented. **CARRIED.**

4.2 Executive Committee Report

Sue thanked the members of the Committee and staff for their support. This committee is responsible for governance. The Board did a lot of work on the strategic plan this year. The Executive Committee ensures that the Centre is represented at Association of Ontario Health Centre and ESC LHIN Governance Advisory Committee. They completed an annual review of the ED and are more than satisfied with what Kathy is doing within the Centre and the Community.

MOVED by Sue Sutherland seconded by Gus Mumby that the Executive Committee report be adopted as presented. **CARRIED.**

4.3 Resources Committee Report

Jean thanked the members of the Committee and staff for their support. She noted that as you review the bullets, this is not a dry committee. She highlighted the staffing reports and over the past 20 years, we are now over 100 staff at four sites. She noted the caring among the staff and their commitment to the Centre.

MOVED by Jean Dorey seconded by Gavin Hall that the Resources Committee report be adopted as presented. **CARRIED.**

5. Proposed Changes to the By-law

Sue said that one of the responsibilities of the Board each year is to review By-law #1.

Kathy noted four of the proposed changes for this year:

4.03 one word missing from last proposed paragraph: add the word “one”

6.04: duties of the officers – the details from the Secretary/Treasurer have been moved to the Secretary/Treasurer job description

9.07: proxy: change “my” to “may”

14.01 Standing Committees: quorum is not mentioned in the by-law but it is mentioned in the mandates of the Committees.

Proposed Changes

Section 4: Board of Directors

4.03 Member Representation on the Board of Directors.

Existing Wording

The remaining eleven (11) Directors shall be elected and retire in rotation. At each annual meeting, Directors shall be elected to fill the positions of the Directors whose terms of office have expired, and each newly elected Director shall hold office for a term of three (3) years. Each retiring Director is eligible for re-election as long as he or she remains a member of the Corporation.

Proposed Wording to Amend Paragraph

The remaining eleven (11) Directors shall be elected and retire in rotation. At each annual meeting, Directors shall be elected to fill the positions of the Directors whose terms of office have expired, and each newly elected Director shall hold office for a term of three (3) years to a maximum of three (3) consecutive terms. Each retiring Director is eligible for re-election as long as he or she remains a member of the Corporation. There is a minimum of one year off after the third consecutive term.

4.04 Existing Wording

Excluded Persons. A Member who is also a member of the Board of Directors of another organization with objectives similar to North Lambton Community Health Centre is not eligible to be appointed or elected to the North Lambton CHC Board of Directors.

Proposed Wording to Amend Paragraph

An individual who is also a member of the Board of Directors of another organization with similar mission and mandate to North Lambton Community Health Centre is not eligible to be appointed or elected to the North Lambton CHC Board of Directors.

4.12 Existing Wording

Interested Director. Every Director who is in any way directly or indirectly interested in a contract or a proposed contract with the Corporation shall:

- a) declare his/her interest at the first meeting of the Directors after which he/she became interested;
- b) request that his/her declaration be recorded in the minutes of that Meeting; and
- c) not vote on any resolution concerning the contract or the proposed contract.

Proposed Wording to Amend Paragraph

Paragraph is deleted and merged with Paragraph 4.15 (formerly Paragraph 4.16).

Conflict of Interest. Any possible conflict of interest either direct or indirect, on the part of a director shall be disclosed to the Board. When any such interest becomes a matter of Board action, such director shall not vote or use personal influence on the matter and shall not be counted in the quorum for these decisions at a meeting at which Board action shall be taken on the interest. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met, including when and if the director left and later returned to the meeting. Every director who is in any way directly or indirectly interested in a contract or a proposed contract with the Corporation shall:

- a) declare his/her interest at the first meeting of the Directors after which he/she became interested;
- b) request that his/her declaration be recorded in the minutes of that Meeting; and
- c) not vote on any resolution concerning the contract or the proposed contract.

- 4.12 d) Responsibilities of Directors.
Have a duty to protect the confidentiality of any information received by the Board and to ensure that any such confidential information will only be used as authorized.

Proposed Wording to Amend Paragraph

Have a duty to protect the confidentiality of any information received by the Board and to ensure that any such confidential information will only be used as authorized. There shall be no disclosure by any Director of any personnel, salary or labour relations issue to any individual, unless authorized by the Board by resolution. Directors should not discuss legal matters, contractual matters or business transactions outside of meetings of the Board or of committees.

Section 6 Officers of the Corporation

6.03 Officer's Term of Office.

Existing Wording

The term of office of the President and Vice-President is two (2) years; the Secretary/Treasurer's term of office is one year or in all cases, until a successor is elected or appointed. The Past President will serve until he/she is replaced by the outgoing President as long as he/she remains a Member and a Director.

Proposed Wording to Amend Paragraph

The term of office of the President and Vice-President is two (2) years; the Secretary/Treasurer's term of office is one year or in all cases, until a successor is elected or appointed. The Past President will serve until he/she is replaced by the outgoing President as long as he/she remains a Director.

6.04 Duties of Officers.

- b) Secretary/Treasurer. The incumbent shall ensure that:
- i) any notice required to be given at meetings of the Board of Directors, the Executive Committee and of the Members is provided;
 - ii) minutes of meetings of the Board of Directors, the Executive Committee and the Members are recorded in books kept for that purpose;
 - iii) the following documents and registers are kept and maintained:
 - a. a copy of the Letters Patent, Supplementary Letters Patent, any memorandum of agreement, or if the Corporation was incorporated by a Special Act, a copy of that Act, and a copy of any other statute the Corporation is subject to;
 - b. all by-laws and Special Resolutions;
 - c. a register of the members setting out the names in alphabetical order of persons who are or have been Members within the past ten years and their addresses while they were Members; and
 - d. a register of Directors setting out the names and addresses and occupations of all persons who are or have been Directors, and the dates they became and ceased to be Directors.
 - iv) proper books of account and accounting records are kept for all financial and other transactions of the Corporation, including records of:
 - a. money received or paid by the Corporation and the matter to which the receipt or payment relates;
 - b. sales and purchases of the Corporation;
 - c. assets and liabilities of the Corporation; and
 - d. any transactions affecting the financial position of the Corporation;
 - v) money or valuables are deposited in the Corporation's account in the financial institution designated by the Board; payments on behalf of the Corporation are made as the Board directs;
 - vi) all documents requiring his/her signature are signed.

The incumbent will also:

- be custodian of the Corporate Seal, and of all books, records, correspondence and documents of the Corporation;
- receive any resignations given to him/her; and
- perform any other duties assigned by the Board.
- report on the transactions completed and on the financial position of the Corporation to the external funding sources, the Board, the Executive Committee, the Resources Committee and to the Members when required of him/her;
- co-operate with the Auditor of the Corporation; and, perform any other duties assigned by the Board.

Proposed Wording to Amend the Paragraph. The details have been removed and added to the Secretary/Treasurer job description.

Secretary/Treasurer. The incumbent shall:

- Sign all documents requiring his/her signature
- Be a member of the Resources Committee
- Perform other duties as may be assigned from time to time

Section 8 Discipline or Termination of Members

Existing Wording

- 8.01 The Board may, by resolution passed by a vote of the Board, suspend all or any of the membership rights of any member for such length of time, not exceeding one year, as they see fit on any of the following grounds:
- i) Breach or non-compliance with the By-laws or regulations of the Corporation
 - ii) Breach or non-compliance with any contractual obligation with the Corporation; or
 - iii) Any other act which in the opinion of the Board, (which opinion shall not be formed in an unreasonable or arbitrary manner) is contrary to the interests of the Corporation.
- 8.02 A resolution of the Board suspending the rights of any Member shall not be effective unless the Member was notified in writing, at least 10 days before the meeting, of the intention to pass such a resolution, and was afforded an opportunity through the Secretary, to be present and to make representations at the meeting of the Board at which the resolution was to be presented.

Proposed Wording to Amend Paragraph

- 8.01 Notice by Board. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the terminating of membership for violating any provision of the articles or By-laws.
- 8.02 Appeal by Member. The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period.

The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 Meetings of Members

9.07 Existing Wording

- b) Requirements of a Proxy. A proxy must be in writing, include the date and the name of the person nominated to attend the meeting for the Member. The proxy may revoke former proxies, restrict the use of the proxy or state how the person is to vote on the Member's behalf.

Proposed Wording to Amend Paragraph

A proxy must be in writing, include the date and the name of the Member nominated to attend the meeting for the Member and must be received a week prior to the meeting. The proxy may revoke former proxies, restrict the use of the proxy or state how the Member is to vote on the Member's behalf.

Section 14 Committee of the Board

Existing Wording 14.01 Standing Committees

There shall be the following Standing Committees:

- a) **Executive Committee** comprised of the President (the Chairperson), the Vice President (the Vice Chairperson), the Past President and the Secretary/Treasurer if he/she is a Board Member and the Chairs of the Standing Committees. The Board may delegate to the Executive Committee all and any powers of the Board subject to the restrictions, if any, imposed from time to time. Quorum for Executive Committee is 50% plus 1 at any meeting; the Executive Committee will record the minutes of its meetings and present these minutes to the Board of Directors at its next meeting. As the **Nominating Committee**, the Executive Committee shall:

- i) prepare a list of candidates for vacant offices;
- ii) accept nominations for elected offices;
- iii) make recommendations to the Board of persons to fill vacancies in the offices, on the Board, or on any committee; and
- iv) complete other duties as assigned by the Board.

- b) **Quality Performance Committee**
c) **Resources Committee**

The membership and mandate of the Executive Committee, Quality Performance Committee and Resources Committee are available from the Executive Director. These committee membership and mandate documents are subject to additions, alterations, changes and substitutions as the Board of Directors may determine by resolution. *(As amended by the members September 16, 2010).*

Board Members shall sit on and be active members of at least one standing committee; there will be at least two members of the Board, in addition to the President, on each Standing Committee.

The Chairperson of each Standing Committee shall be a Board member and will be elected by the committee and endorsed by the Board; in the case of the Executive Committee, the Chairperson will be the President.

In addition to the Board members, volunteers may be voting members of Standing Committees (with the exception of the Executive Committee).

All volunteers serving on any of the Standing Committees shall be and shall remain through their terms of office Members of the Corporation and their appointment will be endorsed by the Board of Directors.

Board members and volunteer (non-Board) members of Standing Committees are appointed to the committees for a one year term, and are eligible for reappointment by the Board of Directors for additional one year terms.

A Member who is also a member of the Board of Directors of another organization with objectives similar to the North Lambton Community Health Centre is not eligible to be appointed to a North Lambton CHC Standing Committee.

Proposed Wording to Amend Paragraph

14.01 Standing Committees

There shall be the following Standing Committees:

- a) **Executive Committee.** The Executive Committee also acts as the Nominating Committee.
- b) **Quality Performance Committee**
- c) **Resources Committee**

The membership and mandate of the Executive Committee, Quality Performance Committee and Resources Committee are available from the Executive Director. These committee membership and mandate documents are subject to additions, alterations, changes and substitutions as the Board of Directors may determine by resolution.

Board Members shall sit on and be active members of at least one standing committee; there will be at least two members of the Board, in addition to the President, on each Standing Committee.

The Chairperson of each Standing Committee shall be a Board member and will be elected by the committee and endorsed by the Board; in the case of the Executive Committee, the Chairperson will be the President.

All volunteers serving on any of the Standing Committees shall be Members of the Corporation and will be appointed by the Board of Directors.

Board members and volunteer (non-Board) members of Standing Committees are invited to the committees for a one-year term, and eligibility for reappointment by the Board of Directors for additional one year terms.

A Member who is also a member of the Board of Directors of another organization with similar mission and mandate to the North Lambton Community Health Centre is not eligible to be appointed to a North Lambton CHC Standing Committee.

Section 15 By-Laws

Existing Wording

15.01 Passing By-laws. A by-law and an amendment, repeal, or a re-enactment of a by-law must be:

- a) passed by a Special Resolution of the Board of Directors; and,
- b) confirmed at a General Meeting of the Members called for the purpose of considering the by-law; or,
- c) confirmed in writing by all the Members entitled to vote at the General Meeting; or,
- d) if not confirmed in the meantime, then, confirmed at the next Annual Meeting of the Members.

Proposed Wording to Amend Paragraph

15.01 Passing By-laws. A by-law and an amendment, repeal, or a re-enactment of a by-law must be:

- a) passed by a Special Resolution of the Board of Directors; and,
- b) confirmed in writing by all the Members entitled to vote at the General Meeting; or,
- c) if not confirmed in the meantime, then, confirmed at the next Annual Meeting of the Members.

Section 17 Protection of Officers and Directors

Existing Wording

The Corporation shall indemnify the Directors and Officers of the Corporation, former Directors or Officers of the Corporation or a person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor and his heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Corporation or body corporate and with the approval of the court in respect of an action by or on behalf of the Corporation or body

corporate to procure a judgment in its favour to which he is made a party by reason of being or having been a Director or Officer of the Corporation or body corporate against all costs, charges and expenses reasonably incurred by him in connection with such action, if, he acted honestly and in good faith with a view to the best interests of the Corporation; and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

Proposed Wording to Amend Paragraph

No Director, Officer or committee member of the Corporation shall be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a) complied with the Act and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

This Special Resolution was adopted by the North Lambton Community Health Centre Board of Directors on the 31st day of May, 2016.

MOVED by Gus Mumby seconded by Bill Davidson that By-law #1 of the Corporation be amended as listed. **CARRIED.**

6. Ratification of the Actions of the Board of Directors

It was amended to add Jean Dorey to the list of Board members.

MOVED by Gavin Hall seconded by Gus Mumby that the resolution ratifying the Board of Directors' actions be adopted, as amended. **CARRIED.**

7. Nominating Committee Report

Sue presented the Nominating Committee Report. She presented the three candidates to fill four vacancies on the Board because of terms expiring effective today. We will work on filling the vacancy at West.

Barb Frayne is a candidate for North Lambton. Barb has served the past two years on the Board. Has lived in the community for the past 13 years. She's in a spot in her life to be able to give back to the community. She feels wonderful about the programming that we do here. Her background is in health care.

Gus Mumby is a candidate for West Lambton. Gus has been on the Board for three years; Secretary/Treasurer for the past two years. He provided his background as audit partner with BDO until his retirement in 2012. He talked about how the Centre is involved with poverty, drug addictions and now homelessness.

Stewart Burberry is a candidate for North Lambton. Stewart lives at KP and comes from St. Thomas/Aylmer area where he was in charge of recreation activities for long term care facilities. He volunteers as an instructor at one of the walking programs. He is interested in programs and programs for seniors.

MOVED by Gavin Hall seconded by Bill Davidson that we accept the nominating committee report as presented. **CARRIED.**

Sue called three times for nominations from the floor for the Board. There were no nominations received from the floor.

MOVED by Jean Dorey seconded by Mac Redmond that nominations be closed. **CARRIED.**

By acclamation, Sue welcomed Stewart Burberry, Barb Frayne and Gus Mumby to the Board for a three-year term.

8. Presentations

Long Term Staff Recognition

15 year awards

Cindy Fraser-Brown

Liz Fanset

Liz is a valued member of our clinical team. She has just recently moved to full-time to Kettle Point to provide support there. Liz is also responsible for facilitating breastfeeding clinics and car seat clinics. Liz is empathetic and client-centred.

Heather Rogan

Heather is a physician at West Lambton and works with our clients to develop relationships of trust to focus on their determinants of health and clinical needs. Heather is very empathetic and compassionate in her care.

Ten year awards

Isla Bergenhus

Isla is the Risk Management Team Lead, managing the facilities at our five sites. She is an Occupational Health & Safety representative and also does

CPR training. She is an expert in databases and systems. She is hardworking and a valued member of our Management Team.

Alison Gibson

Alison is a member of administration team. She's the glue that keeps KP going. Alison works well under pressure and if she calls with an issue, then I know it is an issue.

Michelle VanLieshout

Michelle is our Data Management Assist and is part of a dynamic duo. She works at all sites and has the patience of a saint for dealing with staff and computers. She has super organizational skills and a great sense of humour.

Five year awards

Joy Vascotto

Joy is a Social Worker at our Forest and Kettle Point sites. She provides individual appointments and group sessions for rostered and community clients. Joy is calm, cool and collected. She does a great job of assisting clients to set goals and move to better health.

Sarah Payne

Sarah is an Occupational Therapist and works at all sites. She is a member of our falls team, memory team and CRP team. She puts a lot of miles on the van keeping people safe in their homes. She has a great work ethic.

Lindsay Pomoransky

Lindsay is a Respiratory Therapist and works at all sites. She is a member of the COPD team and works closely with a variety of specialists. She is a great motivator in assisting clients.

Sue noted that we have two retiring Directors this year.

Teri Thomas Vanos joined the Board 4 years ago. She is a Social Worker by profession and the former Executive Director of Rebound. She is currently a Clinical Director at St. Clair Child and Youth. She made us aware of the challenges that youth are facing in our communities.

Sue introduced Gavin Hall, known as Mr. SCITS. He was approached by the Lambton Seniors Association about 15 years ago to join a West Lambton Steering Committee to create a CHC in Sarnia to serve Sarnia, Pt Edward & St. Clair Twp. In 2005, the MOH made the decision and approached the North Lambton CHC to take West Lambton as a satellite. He has served continuously since 2005 and participated as we have restructured, grown and blossomed. He has been the Vice President, President and Past President. He's been very active on the Board and doesn't hesitate to speak his mind. He cares about the community and he cares about people.

Gavin said it feels like he is retiring for a second time – he taught for 36+ years and has been retired for 24 years. Now he is retiring again from the CHC. It's been a learning curve for him. He thanked his co-horts from the Lambton Seniors Association. He is thankful for the expertise from the North Lambton CHC for the guidance to help WL flourish. He thanked Kathy for her leadership. He has enjoyed his time on the Board and have enjoyed the current Board and the dedication and energy of the young staff.

9. Other Business Arising

Sue invited everyone to stay for refreshments and reminded the Board to meet for a short organizational meeting in the Diabetes Meeting Room.

10. Date of Next Board Meeting:

The next Board meeting is Tuesday, August 30, 2016 at 6:00 PM in Forest.

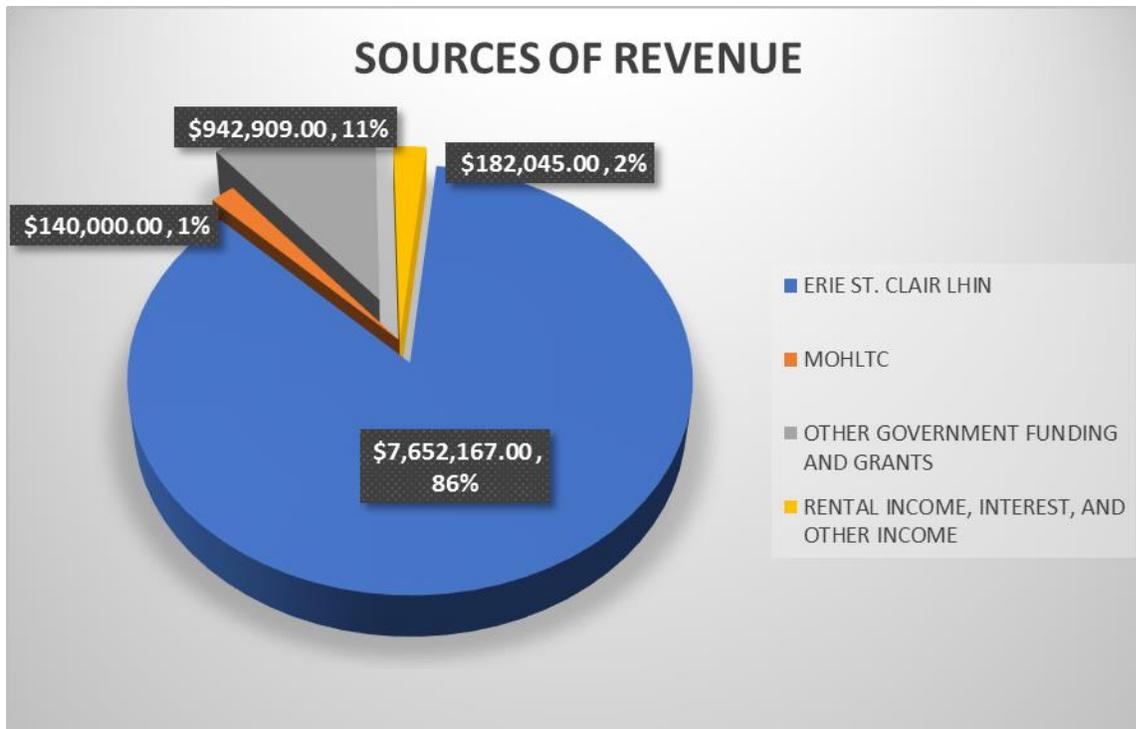
11. Adjournment

MOVED by Gavin Hall to adjourn at 6:50 PM.

Sue Sutherland, Chair

Laurie Minielly, Recorder

FINANCIAL INFORMATION 2016-2017

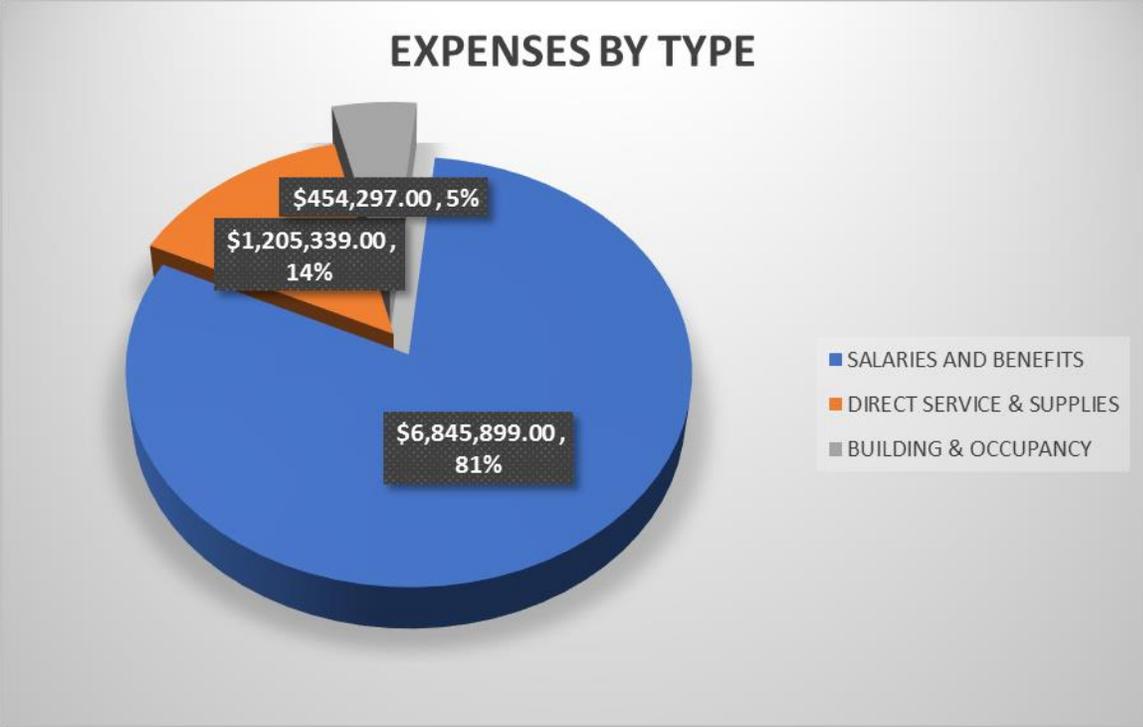


ERIE ST. CLAIR LHIN	\$ 7,652,167
MINISTRY OF HEALTH AND LONG-TERM CARE (MOHLTC)	\$ 140,000
OTHER GOVERNMENT FUNDING AND GRANTS	\$ 942,909
RENTAL INCOME, INTEREST, AND OTHER INCOME	\$ 182,045
TOTAL REVENUE	\$ 8,917,121

Funding Sources:

- *Erie St. Clair Local Health Integration Network (ESC-LHIN)*
- *Ministry of Health and Long-Term Care*
- *Ministry of Tourism, Culture and Sport*
- *United Way*
- *Health Nexus*
- *County of Lambton*

Audited financial statements are available upon request from the office of the Executive Director.



SALARIES AND BENEFITS	\$6,845,899
DIRECT SERVICES AND SUPPLIES	\$1,205,339
BUILDING AND OCCUPANCY	\$454,297
TOTAL EXPENSES	\$8,505,535

Quality Performance Committee Report

For the Annual General Meeting

June 29, 2017

Committee Members

Bill Davidson (Chair); Stewart Burberry (Vice Chair), Jean Dorey, Marja George, Krista McCann, Carrie McEachran, Mac Redmond (ex officio)

Accomplishments of the 2016-2017 Quality Performance Committee include:

- Reviewing the mandate, preparing the annual Work Plan, and assessing accomplishments during the year. The mandate includes the areas of quality and accountability.
- Reviewing the Centre's existing programs
- Reviewing key policies following the policy review schedule
- Recommending new programs, and amendments to existing programs, to the Board e.g. After School Strategy.
- Submitting applications for funding to supplement the CHC budget to enable the Centre to offer additional programming.
- Reviewing Client Survey Results, Chart Audit Results.
- Acting as ambassadors for NLCHC and the CHC model of care by sharing the Centre's strategic plans and objectives in the community.
- Monitoring the 86 programs at 45 different sites led by approximately 107 volunteers and various staff.
- Monitoring Community Engagement Policy and Partnerships, Clinical, Health Promotion Report.
- Holding committee education sessions on relevant issues.
- Overseeing Quality Improvement Plan.
- Overseeing EQUIP Research Project.

- Preparing for, and participating in interview with Canadian Centre for Accreditation, leading to a four-year accreditation for the Centre.

Adoption of the Quality Performance Committee Report:

Moved by: Bill Davidson

Seconded by: _____

Executive Committee Report For the Annual General Meeting June 29, 2017

Committee Members

Mac Redmond (Chair); Jean Dorey (Vice Chair), Gus Mumby (Secretary / Treasurer), Bill Davidson (Chair, Quality Performance Committee), Jane Joris (Chair, Resources Committee), Sue Sutherland (Past President)

Accomplishments of the 2016-2017 Executive Committee include:

- Reviewing the Executive Committee mandate, preparing the annual committee work plan and assessment of the committee accomplishments for the year.
- Preparing and regularly reviewing/updating the Board Calendar, monitoring the progress of committees, Board and staff in meeting their objectives.
- Completing a review of Accountability Agreement.
- Participation in the 2016 – 2020 Strategic Plan and Operating Plan.
- Conducting the Board Self-evaluation process and consideration of required Board education ideas for the coming year.
- Ensuring the Centre's Board was represented at AOHC, Erie St. Clair LHIN Governance Advisory Council meetings and commenting on proposed policies and other change issues e.g. accountability agreement, local Health Links.
- As the Board's Nominating Committee, recruiting candidates to replace departing Board Members
- Completing Annual Performance Review of the Executive Director.
- Reviewing and restructuring the committee framework.
- Preparing for and participating in interview with Canadian Centre for Accreditation, leading to a four-year accreditation for the Centre.

Adoption of the Executive Committee Report:

Moved by: Mac Redmond

Seconded by: _____

Resources Committee Report For the Annual General Meeting June 29, 2017

Committee Members

Jane Joris (Chair); Pam Atkinson, (Vice Chair); Jean Dorey, Gus Mumby, Christine Murphy, Mac Redmond (ex-officio), Sue Sutherland

Accomplishments of the 2016-2017 Resources Committee include:

- Preparing the Resources Committee mandate, the annual Work Plan and assessing the accomplishments during the year.
- Reviewing and recommending the audited financial statements for the year ended March 31, 2017.
- Successfully petitioning the City of Sarnia for partial rebate of the 2016 property taxes.
- Completing follow-up of the Management Letter from the Auditor.
- Monitoring Risk Management Plan.
- Administering building renovation and re-organization of clinical space
- Receiving reports on status of staffing over the past year.
- Monitoring financial statement of the Centre.
- Monitoring leases.
- Preparing for and participating in interview with Canadian Centre for Accreditation, resulting in four-year accreditation for Centre.

Adoption of the Resources Committee Report:

Moved by: Jane Joris

Seconded by: _____

Proposed Changes to Consolidated By-law #1

For the Annual General Meeting

June 29, 2017

Special Resolution adopted by the North Lambton Community Health Centre Board of Directors at the May 30, 2017 Board of Directors' meeting and recommended for approval by the Members at the Annual General Meeting, June 29, 2017.

THAT By-law #1 of the Corporation be amended as follows:

Current Wording

4.03 Member Representation on the Board of Directors.

The remaining eleven (11) Directors shall be elected and retire in rotation. At each annual meeting, Directors shall be elected to fill the positions of the Directors whose terms of office have expired, and each newly elected Director shall hold office for a term of three (3) years, to a maximum of three (3) consecutive terms. Each retiring Director is eligible for re-election, as long as he or she remains a Member of the Corporation. There is a minimum of one year off after the third consecutive term.

Proposed Wording

4.03 The remaining eleven (11) Directors shall be elected and retire in rotation. At each annual meeting, Directors shall be elected to fill the positions of the Directors whose terms of office have expired. Each retiring Director is eligible for re-election as long as he or she remains a Member of the Corporation. Each newly elected Director shall hold office for a term of three (3) years, to a maximum of three (3) consecutive terms. There is a minimum of one (1) year off after the third consecutive term.

Current Wording

4.09 Filling Vacancies on the Board of Directors.

a) When There is a Quorum of Directors in Office. If there is a quorum of Directors in office, those Directors remaining may fill any vacancy on the Board for the remainder of that term by passing a resolution appointing a new Director, subject to the residency requirement set out in 4.03.

Proposed Wording

a) When There is a Quorum of Directors in Office. If there is a quorum of Directors in office, those Directors remaining may fill any vacancy on the Board for the remainder of the term of the departing Director, subject to the residency requirement set out in 4.03.

Where a new Director is appointed to the Board within six months of the end of the departing board member's term, the Board may, by formal motion, determine that the new Director will be eligible for three 3-year terms.

Current Wording

6.01 c) When Election or Appointment Held. The election of the President, a Vice President and a Secretary/Treasurer shall be held at the first meeting of the Directors following the election of the Directors. The office of the Past President shall be occupied by the outgoing President if he/she is willing.

d) Nominations. The Directors may nominate persons for election as President, Vice President, and Secretary / Treasurer before the close of nominations at the meeting at which the Officers are to be elected or appointed.

Proposed Wording

6.01 c) When Election or Appointment Held. The election of the President, a Vice President and a Secretary/Treasurer shall be held at the first meeting of the Directors following the election of the Directors. The President and Vice President serve concurrent two-year terms while the Secretary/Treasurer is elected annually. The office of the Past President shall be occupied by the outgoing President if he/she is willing.

d) Nominations. The Directors may nominate persons for election as President, Vice President, and Secretary / Treasurer before the close of nominations at the meeting at which the Officers are to be elected.

Current Wording

7.01 Eligibility for Membership. The following are eligible for membership in the Corporation:

- i) individual persons who support the objectives of the Corporation who are at least eighteen (18) years of age and who reside permanently in the communities served by the North Lambton CHC.

Note: Employees and partners of North Lambton Community Health Centre may not be Members of the Corporation.

Proposed Wording

Note: Employees of North Lambton Community Health Centre and their spouses/partners may not be Members of the Corporation.

Current Wording

7.02 Classes of Membership. There shall be three classes of membership in the Corporation: Ordinary Members, Honourary Members and Volunteer Members. *(As amended by the members September 16, 2010).*

i) Ordinary Members are entitled to one vote at any Meeting of the Members of the Corporation and are eligible to be Directors. The Class of Ordinary Members with voting rights includes the subclasses:

- | | |
|---------------|------------------------|
| 1) Individual | 3) Individual Lifetime |
| 2) Family | 4) Family Lifetime |

iii) Volunteer Members are formally accepted volunteers, in good standing, of the North Lambton Community Health Centre and have voting rights at the meeting of the members of the Corporation.

Proposed Wording

7.02 i) Ordinary Members in good standing are entitled to one vote at any meetings of the Members of the Corporation and are eligible to be Directors. The Class of Ordinary Members with voting rights includes the subclasses:

- | | |
|---------------|------------------------|
| 1) Individual | 3) Individual Lifetime |
| 2) Family | 4) Family Lifetime |

Family and Family Lifetime Members are limited to one vote per family with the individual to be designated by the family.

7.02 iii) Volunteer Members are formally accepted volunteers, in good standing, of the North Lambton Community Health Centre and have voting rights at the meeting of the members of the Corporation. A Volunteer Member must be accepted as a volunteer by January 1st and must pay the annual membership fee to be eligible to vote at that year's Annual General Meeting.

Current Wording

14.01 Standing Committees

There shall be the following Standing Committees:

- d) Executive Committee. The Executive Committee also acts as the Nominating Committee.
- e) Quality Performance Committee
- f) Resources Committee. The Resource Committee also serves as the Audit Committee.

14.03 Terms of Reference for Committees. The President is a voting ex-officio member of all committees.

The duties, terms of reference and number of committee members of all committees, including the Standing Committees, will be as determined by the Board of Directors.

The Chairperson of any committee meeting shall have a casting vote only in the event of a tied vote on a motion. The Chairperson of any committee meeting shall have the option to cast a vote on a tied motion.

The quorum of a meeting of any committee shall be a majority of all of its members; otherwise, the meeting protocol of each committee shall be set by its own members.

Proposed Wording

14.01 Standing Committees

There shall be the following Standing Committees:

- a) Executive Committee.
- b) Quality Performance Committee
- c) Resources Committee. The Resource Committee also serves as the Audit Committee.
- d) Governance Committee. The Vice President will chair the Governance Committee.

14.03 Terms of Reference for Committees. The President is a voting ex-officio member of all committees.

The duties, terms of reference and number of committee members of all committees, including the Standing Committees, will be as determined by the Board of Directors.

The Chairperson of any committee meeting shall have a casting vote only in the event of a tied vote on a motion. The Chairperson of any committee meeting shall have the option to cast a vote on a tied motion.

The quorum of a meeting of any committee shall be a majority of all of its members.

Current Wording

16.0 DISSOLUTION OF THE CORPORATION

When the Corporation is dissolved and after its debts and liabilities are paid, any property remaining shall be distributed or disposed to a charitable organization or charitable organizations whose objectives are beneficial to the community.

Proposed Wording

16.0 VOLUNTARY DISSOLUTION OF THE CORPORATION

16.01 a) Authorization

- i) Authorization for voluntary dissolution of the Corporation must be in the form of a special resolution of Board of Directors of the Corporation, passed at a

meeting of Board of Directors. Alternatively, the consent of all directors who would be entitled to vote at such a meeting will suffice.

- ii) The special resolution should appoint one or more directors or officers who will carry out the dissolution of the Corporation on behalf of the Board of Directors.

b) Articles of Dissolution

- i) Articles of Dissolution must set out the name of the Corporation, confirm that it has been properly authorized and confirm that there are no legal proceedings currently pending against the corporation.
- ii) The Corporation must either have no debts, obligations or liabilities, or any outstanding creditors must consent to the dissolution of the corporation.
- iii) Articles of Dissolution must also set out how any property remaining after the satisfaction of all debts, obligations and liabilities will be distributed. See 16.02.
- iv) Articles of Dissolution must set out how the Corporation will address notice to staff, transition of staff where appropriate to other organizations, and payment of all outstanding compensation entitlements.
- v) The Corporation must develop and execute a client transition plan in conjunction with all contractual agreements with funders and community partners. The client transition plan must ensure that the client's best interests are taken into consideration, including, but not limited to, their language, culture, health care needs, and geographic location of services.

c) Unknown Creditor or Member

- i) If the Corporation is unable to locate creditors or members to whom an amount is owed, then such amount may be paid to the Public Guardian and Trustee.

d) Certificate of Dissolution

- i) If the persons appointed in the Authorization Section above properly submit Articles of Dissolution, any other prescribed documents and the appropriate fee then the Director will issue a Certificate of Dissolution.
- ii) The Certificate of Dissolution will take the form of an endorsement on the submitted Articles of Dissolution.

- e) Dissolution by the Director
 - i) The Corporation could be administratively dissolved by the Director if the Corporation does complete all required filings.
 - ii) If dissolved by the Director, an interested person (director, officer, member or creditor of the corporation) must prepare Articles of Revival and apply to the Director who may in their sole discretion revive the corporation.
 - iii) After revival, the Corporation will be deemed never to have been dissolved.
- f) Post-Dissolution
 - i) After the dissolution, any proceeding which was commenced prior to the dissolution may be continued in the ordinary course and any proceeding which is not barred by a limitation period may be commenced.
 - ii) Service on a person who was a director or officer in the last filings made by the Corporation will be sufficient service.
 - iii) Members may be liable to outstanding creditors to the extent that they received any property from the corporation upon dissolution (this should not be an issue for our organization as members will not receive property).

16.02 When the Corporation is dissolved and after its debts, obligations and liabilities are paid, any property remaining shall be distributed or disposed to a charitable organization or charitable organizations whose objectives are beneficial to the community.

This Special Resolution was adopted by the North Lambton Community Health Centre Board of Directors on the 30th day of May 2017.

Original signed by Gus Mumby, Secretary/Treasurer
North Lambton Community Health Centre Board of Directors

Moved by: _____

Seconded by: _____

RESOLUTION RATIFYING DIRECTORS' ACTIONS

Annual General Meeting
June 29, 2017

Members of the North Lambton Community Health Centre Board of Directors
2016-2017 are:

President and Board Chair: Mac Redmond
Vice-President: Jean Dorey
Secretary/Treasurer: Gus Mumby
Past President: Sue Sutherland
Directors: Pam Atkinson, Stewart Burberry, Bill Davidson,
Marja George, Jane Joris, Krista McCann, Carrie
McEachran, Gus Mumby, Christine Murphy

The Board of Directors request the Members to endorse the following resolution
ratifying their actions:

**Resolved that all acts, contracts, proceedings, appointments, elections and
payments enacted, made, done, or taken by the Directors of the North
Lambton Community Health Centre since the June 28, 2016 Annual General
Meeting of members be, and they are hereby, approved, ratified, and
confirmed.**

Adoption of the Resolution Ratifying the Directors' Actions:

Moved by: _____

Seconded by: _____

Date: June 29, 2017

Nominating Committee Report Candidates for the Board For the Annual General Meeting June 29, 2017

The Board of Directors of the North Lambton Community Health Centre is currently composed of thirteen (13) members: five (5) elected from the North Lambton catchment area, five (5) elected from the West Lambton catchment area, one (1) elected from East Lambton catchment area and two (2) appointed by First Nations Band Council from Kettle and Stony Point and/or Aamjiwnaang.

<u>Site</u>	<u>Member</u>	<u>Term Expires</u>	<u>Status</u>
<u>North</u>	Sue Sutherland	June 2017	Retiring from Board
	Jean Dorey	June 2017	Standing for re-election
	Pam Atkinson	June, 2018	
	Stewart Burberry	June 2019	
	Vacant	June 2019	
<u>West</u>	Christine Murphy	June 2017	Retiring from Board
	Mac Redmond	June 2017	Standing for re-election
	Bill Davidson	June 2018	
	Carrie McEachran	June 2019	
	Gus Mumby	June 2019	
<u>East</u>	Jane Joris	June, 2018	
<u>First Nations</u>	Marja George	Appointed	
	Vacant	Appointed	
<u>Candidates</u>	Lori Veroude		Candidate for North
	Emily Fortney-Blunt		Candidate for West

There are two (2) elected positions available; the Nominating Committee has recruited the following Candidates for the Board:

Emily Fortney-Blunt, Lori Veroude

The Procedural By-law #1 indicates that the members may nominate persons for election as Directors at the Annual Meeting at which Directors are to be named, or elected. This opportunity is provided before the close of nominations.

The Candidates will make a short speech outlining their background and qualifications following the close of nominations, followed by an election, if required.

Mac Redmond
President and Chair of the Nominating Committee

MANAGEMENT TEAM

Isla Bergenhus

Bel Jamieson

Jana McIntyre

Konnie Maxfield

Leah Willemse

Lisa Kingdon

Robin Page

Laurie Minielly

Risk Management Team Leader

Health Promotion Team Leader

Primary Care Co-ordinator

Data Management Team Leader

Quality & Performance Team Leader

Primary Care Co-ordinator

Finance Team Leader

Executive Assistant



THANK YOU TO OUR STAFF

RECEPTIONISTS

Alison Gibson
Angela McLeish-Lester
Emily Timmermans
Heather Seguin
Kerry Kingdon
Mary Ann Campbell
Michelle Butt
Pam MacKenzie
Sheri Shelton
Sue Potvin
Trudy McGregor

REGISTERED NURSES

Heather Taylor
Jana McIntyre
Jennie DeSantis
Kendra Moffat
Lisa Kingdon
Liz Fanset
Melanie Seguin
Renee Faasse
Sally Stoesser
Sonja Gould

ADMINISTRATION / FACILITIES

Eagle Boissoneau
George Tomlinson
Jodi Peters
Karen Caughy
Katelyn Black
Kim Leech
Michelle VanLieshout

HOUSING & HOMELESSNESS PROJECT

Crystal Fach
Nicole Loughheed
Tiffany Miller
Elyse Parris
Susan Roberts

REGISTERED PRACTICAL NURSES

Bailey Sweet
Krista Riley
Lee Ann Munro
Nikki Thomson

SOCIAL WORKERS

Glenn Ethridge
Joy Vascotto

PHYSICIANS

Clare McGregor
Elisa Fuller
Heather Rogan
Kaitlyn Brown
Mike Hickey
Natalia Koldewey*
Sardar Ahmad
Sonja Burgel
Vandana Bhargava

NURSE PRACTITIONERS

Alana Halfpenny
Cheryl DeGroot
Colleen Kennelly
Kathy George
Lesa Marsh
Wendy McKay

COPD TEAM

Brenda Van Engelen
Lindsay Pomoransky
Alexandra Schmidt

CHF CLINIC

April Nicholls

HEALTH LINKS

Kathy Ptaszynski

HEALTH PROMOTION

Amy Dinell
April Abbott
Chris Brown
Erin Robinson
Kandis Tieman
Kathy Donohue
Lynne Steven-Brown

DIABETES EDUCATION

Alyssa Favret
April George
Janet Wilpstra
Janice Brown
Joanne Stier
Julie Potts
Lauren Bryce
Leah Willemse
Rebecca Everaert

PHYSIOTHERAPY

Carol Adams

CARDIAC REHAB

Jason Helps
Linda Boccanfuso
Marissa Thoren
Tammie Cahill

*staff on leave