

**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 31<sup>st</sup> day of May, 2016.

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

**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

### 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

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