

# North Lambton Community Health Centre Annual General Meeting

**Tuesday, June 20, 2023**

**5:00 PM**

**59 King Street West**

**FOREST**

**Healthy People ♦ Strong Communities**

## AGENDA

### **CALL TO ORDER, WELCOME AND INTRODUCTIONS**

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Traditional Territorial Acknowledgement

Krista McCann

Sarnia Lambton OHT partners, collectively, acknowledge our obligation to truth and reconciliation and acknowledge that this land on which we are gathered today is part of the ancestral land of the Chippewa, Odawa, and Potawatomi peoples, referred to collectively as the Anishinaabeg. It is through the connection of their Anishinaabeg with the spirit of the land, water, and air that we recognize their unique cultures, traditions, and values. Together as treaty people, we have a shared responsibility to act with respect for the environment that sustains all life, protecting the future for those generations to come. Please take a moment to reflect on your own commitment to demonstrate change through your words and actions that honour the Calls to Action.

Message from the President and Executive Director

### **APPROVAL OF MINUTES**

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June 23, 2022 Annual General Meeting (attached)

Krista McCann

Motion required to adopt the minutes

### **REVIEW OF AUDITED FINANCIAL STATEMENTS (attached)**

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Motion to adopt the 2022-2023 Financial Statements

Khalida Finley  
Secretary / Treasurer

Motion to appoint MNP as auditor for 2023-2024 fiscal year, and authorize the Board of Directors to set the Annual fee for the auditor

Khalida Finley

### **COMMITTEE REPORTS (Attached)**

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Executive Committee Report

Krista McCann

Governance Committee Report

Ann Tuplin

Quality Performance Committee Report

Resources Committee Report

A motion is required to adopt each of the Committee Reports

### **SPECIAL RESOLUTIONS**

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Proposed changes to By-law #1

Mac Redmond

### **RATIFY THE ACTION OF THE BOARD OF DIRECTORS (Attached)**

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A motion is required.

Krista McCann

### **NOMINATING COMMITTEE REPORT (Attached)**

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

Krista McCann

### **ELECTION OF BOARD MEMBERS**

- Call for nomination from the Floor (3 times)
- Call for motion to close nominations
- Review list of candidates

Krista McCann

### **PRESENTATIONS**

Staff Service Recognition  
Board Member Recognition

Kathy Bresett  
Krista McCann

### **OTHER BUSINESS ARISING**

- Announcement of Election Results
- Motion to destroy election ballots
- Call for other items for discussion from the membership
- Ask new Board to convene for a short organizational meeting after this meeting

Krista McCann

### **DATE OF NEXT BOARD MEETING**

**Tuesday, August 22, 2023, at 5:30 PM**

### **ADJOURNMENT**

Motion to adjourn (no vote necessary)

## MESSAGE FROM PRESIDENT AND EXECUTIVE DIRECTOR

The North Lambton Community Health Centre changed direction again during the COVID-19 pandemic this past year to meet the needs of our clients and community. We continued to work together with our partners, and with other agencies, to provide strong support, and creative solutions, to maximize our impact in new and exciting ways.

Key highlights this year include:

- Partnership with Central Lambton Family Health Team to deliver respiratory assessments in Wyoming.
- Continuing with virtual and in-person activities.
- Virtual clinical appointments.
- Distribution centre for Sarnia-Lambton for rapid antigen test kits
- Partnership with Sarnia-Lambton Ontario Health which has included many initiatives.
- Teamwork project for Temporary Migrant Workers
- Expansion of the Solicitor General program to include housing for those newly released from jail.

We recognize all the funders, clients, community leaders with whom it has been a privilege to work. Your joint efforts have enabled us to achieve our mission of “Healthy People, Healthy Communities”.

We will continue to adapt to our ever-changing landscape to improve the health and wellness of our community.

Krista McCann  
President, Board of Directors

Kathy Bresett  
Executive Director

**North Lambton Community Health Centre  
Annual General Meeting  
Tuesday, June 23, 2022 at 5:00 PM  
Crozier Hall, Forest**

**Present:** 14 members of the North Lambton Community Health Centre (general membership) in attendance.

**2021-2022 Board Members Present:** Stewart Burberry, Todd Case, Khalida Finley, Marja George, Krista McCann, Mac Redmond, Ann Tuplin

**Regrets:** Jackie Hickey, Christine Murphy, Deirdre Shipley

**Recorder:** Laurie Minielly

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**1. Welcome and Introduction**

Krista McCann called the meeting to order at 5:00 PM and welcomed all those in attendance. In keeping with By-law #1, the notice of the AGM was advertised the two weeks prior to the meeting, along with a mailing to the members five business days prior to the meeting.

Quorum was met according to the by-law.

A PowerPoint presentation was shown with a review of the past year.

**2. Approval of Minutes**

Approval of Minutes from the Annual General Meeting held June 22, 2021.

**MOVED** by Stewart Burberry seconded by Anne Tuplin that the membership adopts the minutes as presented. **CARRIED.**

**3. Review of Audited Financial Statements**

Ann Tuplin, Secretary/Treasurer reviewed the audited financial statements for the year ended March 31, 2022. Ann thanked Kathy, Robin and Karen for their time and co-operation in providing information to MNP. She noted that a copy of the financial statements is available by contacting the offices of either the Executive Director or the Finance Team Lead.

**MOVED** by Ann Tuplin seconded by Mac Redmond that the members adopt the 2021-22 Audited Financial Statement as presented. **CARRIED.**

**MOVED** by Ann Tuplin seconded by Todd Case that the membership appoints the firm of MNP as the audit firm for the North Lambton CHC financial statements for the 2022-2023 fiscal year, with an annual fee as negotiated by the Board of Directors. **CARRIED.**

#### 4. Committee Reports

##### 4.1 Executive Committee Report

Krista reviewed the accomplishments of the Executive Committee which includes the annual performance review of the Executive Director.

**MOVED** by Krista McCann seconded by Todd Case that the Executive Committee report be adopted as presented. **CARRIED.**

##### 4.2 Governance Committee Report

Mac presented the Governance Committee Report. He noted some of their accomplishments through the year included developing a Board Education Plan and planning the Board calendar.

**MOVED** by Mac Redmond seconded by Stewart Burberry that the Governance Committee report be adopted as presented. **CARRIED.**

##### 4.3 Quality Performance Committee Report

Krista reviewed the accomplishments of the Quality Performance Committee over the past year.

**MOVED** by Ann Tuplin seconded by Sheri Henderson that the Quality Performance Committee report be adopted as presented. **CARRIED.**

##### 4.4 Resources Committee Report

Krista reviewed the accomplishments of the Resources Committee,

**MOVED** by Krista McCann seconded by Khalida Finley that the Resources Committee report be adopted as presented. **CARRIED.**

#### 5. Proposed Changes to the By-law

Krista noted that one of the responsibilities of the Board each year is to review By-law #1. This year, the following changes are suggested.

##### Section 4 – Board of Directors

4.14 Quorum. A quorum shall consist of a majority of the appointed and elected Board members.

Article 4.14 was amended to clarify that quorum shall consist of a majority of the appointed and elected Board members.

##### Section Six – Officers of the Corporation

6.11 Remuneration of Officers.

The employment and remuneration of an Officer who is not a Member of the Board will be determined by the Board of Directors.

Paragraph is deleted as it is not applicable.

## Section Nine – Meetings of the Members

9.01 Annual General Meeting (AGM). Second sentence: Notice of the time and location of the Corporation's Annual General Meeting shall be published in the local newspapers and our social media for two consecutive weeks preceding the meeting.

"And our social media" was added to other forums where information is posted.

**MOVED** by Todd Case seconded by Stewart Burberry that By-law #1 of the Corporation be accepted as presented. **CARRIED.**

### 6. Ratification of the Actions of the Board of Directors

Krista noted this is an annual motion that covers the Directors for the business transacted since the June 22, 2021, Annual General Meeting.

**MOVED** by Sheri Henderson seconded by Marja George that the resolution ratifying the Board of Directors' actions be adopted. **CARRIED.**

### 7. Nominating Committee Report

Krista said that there were three members whose terms were ending this year. Those members are Stewart Burberry, Krista McCann, and Christine Murphy. Todd Case is resigning his position on the Board. Krista thanked Christine and Todd for their contributions to the Board. Stewart and Krista are both standing for re-election. Sheri Henderson, Larry Killens, and Paul McDonald are also candidates for the Board.

Krista also recognized three long-term Board members who have left the Board, but because of the pandemic, were not formally recognized: Jean Dorey, Jane Joris, and Bill Davidson. Sadly, Bill passed away this week.

**MOVED** by Mac Redmond seconded by Stewart Burberry to open nominations from the floor. **CARRIED.**

Krista called three times for nominations from the floor for the Board.

**MOVED** by Krista McCann seconded by Stewart Burberry that nominations be closed. **CARRIED.**

**MOVED** by Todd Case seconded by Marja George that the slate of candidates be accepted by the membership. **CARRIED.**

The candidates provided a brief biography.

Stewart Burberry has been on the Board for six years. Previously, he was a Recreation Director in long-term care. He enjoys the Board and learning as he goes along.

Sheri Henderson is currently a teacher and lives in the Watford area. She joined the Board two years ago as a volunteer and is also currently a client of the Centre.

Larry Killens is a retired OPP officer. He has worked with youth at risk and is also a client of the Centre.

Paul McDonald is from the Camlachie area. He spoke about his values including trust, honesty, and collaborative leadership. He subscribes to the Ubuntu philosophy: *I am because we are*. He is looking for an opportunity to pay it forward and would be honoured to serve on the Board.

Krista McCann has been on the Board for six years. She currently works with Lambton Community Developmental Services and was raised with the values of giving back to your community.

The scrutineers were introduced and distributed ballots to those eligible to vote. Mac Redmond thanked everyone who put their names forward and announced the results of the election. He noted 16 ballots were cast and welcomed to the Board Stewart Burberry, Sheri Henderson, Larry Killens, Krista McCann.

**MOVED** by Todd Case seconded by Marja George that the ballots be destroyed. **CARRIED.**

## 8. Presentations

Kathy introduced Doug George, Health Director at Kettle and Stony Point First Nation. Kathy thanked the Team Leaders (Robin Page, Konnie Maxfield, Leah Willemse, Bel Jamieson, Lisa Ash, and Belinda Belle) for all their support and the work they do in helping to run the sites, especially during the pandemic. She also recognized the determination and achievements of all staff during the second full year of COVID and thanked them for their enormous efforts and sacrifices made by themselves and families as we ensure the care of the clients and community.



## **Long Term Staff Recognition**

### **5-year awards**

Alyssa Favret is a Certified Diabetes Educator and RN in the Diabetes Program at North and West. She has attention to detail that is unmatched. Alyssa has a thorough knowledge of the Diabetes guidelines and can translate the information with ease to clients and colleagues. Alyssa also has a great décor style. She has the indoor plant placement just right on Zoom calls. We just hope HGTV doesn't steal her from us!

Lorie Harper is a Certified Respiratory Educator and RN with the Pulmonary Rehab program. Lorie puts care and compassion above all else. She has a genuine interest in the lives of her clients and co-workers. Lorie is a skilled nurse and works well with all her team members at the Rehab site.

Amanda Hermsen is a Nurse Practitioner in our Heart Failure Program. Amanda cares for her patients with a great deal of attention. Amanda leaves no stone unturned to ensure her patients are well-managed. Amanda is a great fit with the Rehab team and will be missed on her maternity leave starting this August.

Meghan Flett is a Receptionist at the Forest site. We can count on Meghan to not only provide excellent front line interactions but also to help wherever needed in the organization without a minute of hesitation. Meghan is very kind to clients and helps identify and break down barriers for clients.

Michelle Wylie is a Nurse Practitioner that works at both our Forest and Watford sites. Michelle works independently to provide comprehensive wholistic care. She also develops a great rapport with her clients.

Annette Baptista is a Nurse Practitioner at the West Lambton site. She is an advocate to work with other team members to ensure her clients are receiving all the necessary supports to help break down some of their barriers to care. Annette has the best interests of her clients and other team members at heart.

### **10 Year Awards**

Jennie DeSantis is a Certified Diabetes Educator with the Diabetes Program at West. Jennie provides foot care to clients who have no other options – she loves to see results and her clients appreciate her work! Jennie has also worked hard to build relationships with Aamjiwnaang. Jennie's ability to sneak in diabetes education during her cooking programs without people even knowing it!

Katelyn Black is our scheduler for all sites. Katelyn also manages our sick call phone system, as well as being our vacation co-ordinator. She is up at the crack of dawn ensuring all sites are adequately staffed for the day. She is our version of an air traffic controller, and she also loves cats!

Amy Dinell is a Community Health Worker situated at our West Lambton site, serving the western side of Sarnia-Lambton. Amy co-ordinates our health promotion programs and was instrumental during COVID to assist with the transition from in-person to Zoom programming. Amy is super friendly, and her demeanor draws people in to become volunteers and join our organization.

### 15 Year Awards

Janet Wilpstra is a Certified Diabetes Education, Registered Nurse and one of our most senior staff on the Diabetes team. Janet's empathy and commitment to equitable care has motivated her to establish several outreach locations and partnerships. Janet is a respected educator in the Kettle Point and Watford communities.

Carol Adams is a Physiotherapist who provides physiotherapy services to our clients who do not have benefits. Our physio office is located at our Kettle Point site. Carol as well has transitioned to Zoom services during COVID to ensure clients could still access care. Carol is always in demand, but ensure she takes time with each client to work with them on regaining their health.

Brenda VanEngelen is a Receptionist for our Chronic Obstructive Pulmonary Disease Team, also our Ultrasound Services, and Methadone Services. She also covers Forest Reception area when needed. So, you never know where, or when, you are going to see Brenda, and if you happen to visit multiple services, you may see her twice in one day!

Glenn Ethridge is a Social Worker at the West Lambton site. Glenn, as well as providing individual and group counselling for our clients, has been a long-standing member on our Occupational Health and Safety Team. Glenn is a great client advocate, as well as a support for staff with difficult clients. He is also the father of a Country and western star son and daughter-in-law, so if you need tickets, Glenn will be able to hook you up!

Sonja Burgel is a Physician at the Forest and Kettle Point sites. Sonja has provided excellent care for our clients over the years. Sonja has also provided leadership in the areas of quality improvement in our organization, providing input into many of our initiative designs. Sonja as well provided support to the clinical team in chairing the weekly meetings, Mac Module learning modules and mentorship in a liaison position with management to support clinical team members.

Vandy Bhargava is a Physician at our West Lambton site. Vandana has a real expertise in senior populations which has been a benefit to our clients. She also has led the way in Sarnia-Lambton by implementing the first memory team clinic in our area. She is a considerate and kind person towards her clients and team members. She has too many skills to name at this meeting, but a few would be dancing, food creations, sewing, etc.

Leah Willemse is our Chronic Disease and Quality Improvement Team Lead. Leah is a member of our small but mighty management team. She manages the Diabetes, COPD, Heart Failure and Rehab group as well as the Housing

connectors. She also leads our quality initiatives leading us to greater efficiencies and improved workflows. She is great with presentation and participates in the Sarnia Lambton Ontario Health Team meetings to help design the future state of our Sarnia-Lambton health system.

20 Year Award

Kerry Kingdon is a Receptionist at the Forest site. Kerry anchors our Admin team with her reception experience and client base knowledge. Kerry is very efficient and ensures all the required information is up to date and follow-up appropriately. She ensures a seamless experience for clients by working with the nursing and clinical staff. Kerry is a very dedicated team member and contributes every day to ensure a great first impression of our organization.

**9. Other Business Arising**

There were no other items for business arising.

Krista thanked everyone for attending and reminded the Board to stay for a short organizational meeting.

**10. Date of Next Board Meeting:**

The next Board meeting is Tuesday, August 23, 2022, at 5:30 PM in Forest.

**11. Adjournment**

**MOVED** by Gavin Hall to adjourn at 5:50 PM.

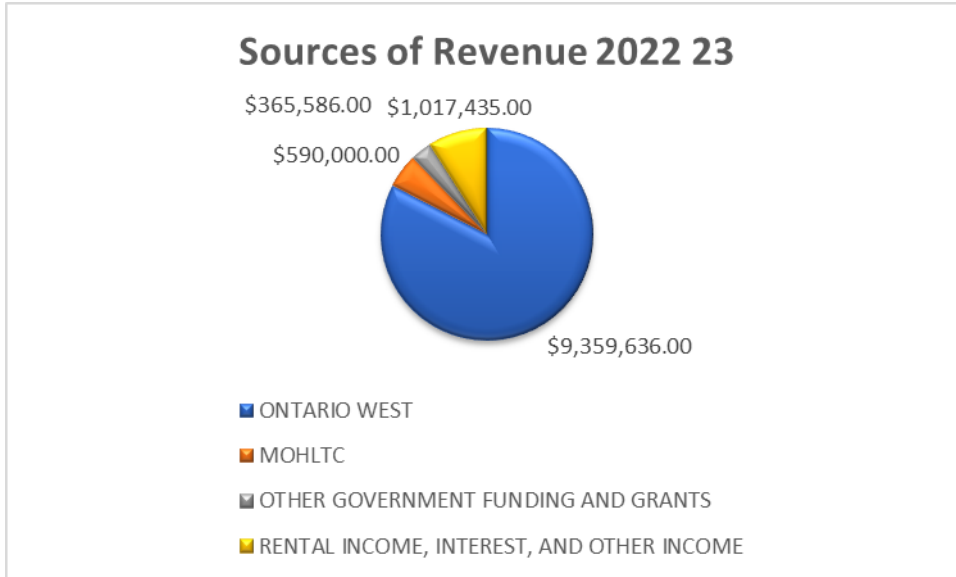
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Krista McCann, Chair

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Laurie Minielly, Recorder

## FINANCIAL INFORMATION 2022-2023



### SOURCES OF REVENUE

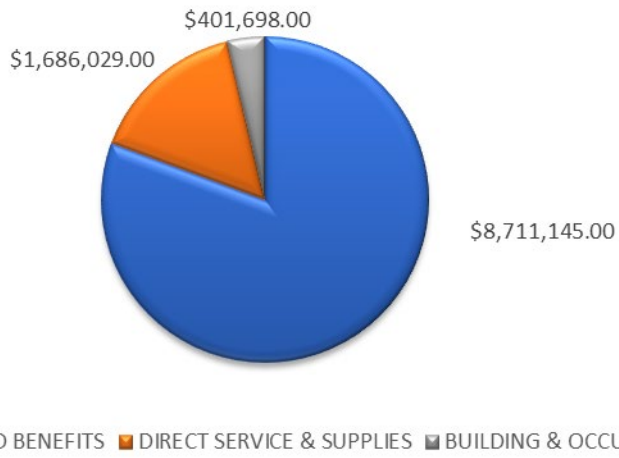
ONTARIO HEALTH WEST	9,359,636.00
MOHLTC	590,000.00
OTHER GOVERNMENT FUNDING AND GRANTS	365,586.00
RENTAL INCOME, INTEREST, AND OTHER INCOME	1,017,435.00
	<b>11,332,657.00</b>

### **Funding Sources:**

- *Ontario Health West*
- *Ministry of Health*
- *Ministry of Tourism, Culture and Sport*
- *United Way*
- *County of Lambton*
- *Solicitor General*
- *Trillium*

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

### Expenses 2022 23



#### EXPENSES BY TYPE

SALARIES AND BENEFITS	8,711,145.00
DIRECT SERVICE & SUPPLIES	1,686,029.00
BUILDING & OCCUPANCY	401,698.00
	10,798,872.00

**Executive Committee Report  
For the Annual General Meeting  
June 20, 2023**

Committee Members

Krista McCann (Chair); Khalida Finley (Secretary/Treasurer), Mac Redmond (Past President), Ann Tuplin (Vice President)

Accomplishments of the 2022-2023 Executive Committee include:

- Met as needed.
- Completed the annual performance review of the Executive Director.
- Confirmed the plans of Board members whose terms were expiring in June 2022.
- Discussed potential candidates for officer positions for the coming year.

Adoption of the Executive Committee Report:

Moved by: Krista McCann

Seconded by: \_\_\_\_\_

**Governance Committee Report  
For the Annual General Meeting  
June 20, 2023**

Committee Members

Ann Tuplin (Chair); Mac Redmond, Jackie Hickey, Krista McCann (ex officio)

Accomplishments of the 2022-2023 Governance Committee include:

- Participated in 10 Committee meetings.
- Reviewed Governance Committee Mandate
- Updated Board Calendar 2022-2023
- Developed Board Education Plan for 2022-2023
- Reviewed Board Evaluation
- Reviewed By-law #1
- Reviewed Skills & Links Checklist
- Reviewed In-Camera Meeting guidelines.
- Received information on Ontario Health Teams (OHT) and the Sarnia-Lambton OHT.
- Completed *Governing for Health Equity* training modules from the Alliance for Healthier Communities

Adoption of the Governance Committee Report:

Moved by: AnnTuplin

Seconded by: \_\_\_\_\_

**Quality Performance Committee Report  
For the Annual General Meeting  
June 20, 2023**

Committee Members

Ann Tuplin (Chair); Stewart Burberry, Marja George, Deirdre Shipley, Krista McCann (ex officio), Connie Vandervies

Accomplishments of the 2022--2023 Quality Performance Committee include:

- Participated in 10 Committee meetings.
- Reviewed Quality Performance Committee Mandate
- Annual Health Promotion Review
- Reviewed Client Survey
- Monitored Clinical / Health Promotion, Quality Improvement, Community Engagement Group Reports
- Monitored Quality and Client Safety Risk Management
- Monitored Quality Improvement Initiatives
- Monitored Performance Indicators
- Identified Educational Opportunities
- Individual Encounters: 16,694; Programs Delivered: 194; Group Interactions: 44,000 from Health Promotion, DEP, COPD, Housing, Community Navigator and Cardio Pulmonary Rehab.
- Received information on the Ontario Health Teams (OHT) and the Sarnia-Lambton OHT
- Reviewed staff survey results and recommendations.
- Reviewed Chart Audit results and recommendations.
- Reviewed Privacy Policies

Adoption of the Quality Performance Committee Report:

Moved by:            Marja George

Seconded by:        \_\_\_\_\_



**Resources Committee Report  
For the Annual General Meeting  
June 20, 2023**

Committee Members

Ann Tuplin (Chair); Pam Atkinson, Khalida Finley, Sheri Henderson, Krista McCann (ex-officio),

Accomplishments of the 2022-2023 Resources Committee include:

- Participated in 10 Committee meetings.
- Reviewed Resources Committee Mandate
- Reviewed and ensured Accountability Agreement compliance.
- Reviewed Audited Financial Statements
- Monitored Risk Management
- Reviewed Financial Reporting
- Monitored leases.
- Monitored Space Requirements
- Monitored Investments
- Reviewed Budget process.
- Approved OH&S Policy #10 Workplace Anti-Violence & Workplace Anti-Harassment.
- Reviewed Finance & Facilities policies.
- Reviewed Insurance.
- Received information on the Ontario Health Teams (OHT) and the Sarnia-Lambton OHT.

Adoption of the Resources Committee Report:

Moved by: Krista McCann

Seconded by: \_\_\_\_\_

## North Lambton Community Health Centre

### PROPOSED CHANGES TO CONSOLIDATED BY-LAW #1

Special Resolution adopted by the North Lambton Community Health Centre Board of Directors at the April 25, 2023, Board of Directors' meeting and recommended for approval by the Members at the Annual General Meeting, June 20, 2023.

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

#### Section One – Interpretation

**1.01** Add **new definitions** as follows:

“Articles” means: the Letters Patent of the Corporation or any Letters Patent or Articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation from time to time in force and effect.

“Excluded Person” means:

- i. Any person who is not an individual;
- ii. Any person who is under 18 years of age;
- iii. Any person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- iv. Any person who has been found to be incapable by any court in Canada or elsewhere;
- v. Any person who has the status of bankrupt; or
- vi. Any person who falls within the definition of an “ineligible individual” under the Income Tax Act (Canada).

“Ex-officio Member” means individuals who are Members based on the office or position they hold.

“ONCA” means: the *Not-for-Profit Corporations Act, 2010* (Ontario).

#### Section Four – Board of Directors

**4.03** Existing wording of first paragraph:

Member Representation on the Board of Directors. Two (2) of the Directors shall be appointed by the Council of Kettle and Stony Point and/or the Council of Aamjiwnaang. The term of office of the appointed Directors will be as determined by that Council from time to time.

Amend to say:

Member Representation on the Board of Directors. Two (2) of the Directors shall be appointed by the Council of the First Nations Territory of Kettle and Stony Point. The term of office of the appointed Directors will be as determined by that Council from time to time.

**The amendment brings the wording of this paragraph in line with the NLCHC Letters Patent.**

**4.06 b) Existing wording:**

The Board shall prepare a list of candidates to be considered for election by the Members of the Corporation at the Annual General Meeting.

Amend to say:

The Board shall prepare a list of candidates to be considered for election by the Members of the Corporation at the Annual Meeting. The Members may nominate other candidates at the Annual Meeting.

**Section Six – Officers of the Corporation**

The additional language clarifies the practice which has been in place for many years.

**6.04 b) Existing wording:**

Secretary/Treasurer. The incumbent shall:

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

Amend to say:

Secretary/Treasurer. The incumbent shall:

- i) Sign all documents requiring his/her signature; and
- ii) Perform other duties as may be assigned from time to time

**Deletion of the reference to the Resources Committee supports the proposal to move to the Committee of the Whole (see amendments in Section 14).**

**6.05 Existing wording:**

Vice President. The Vice President shall:

- a) perform the President's duties when the President is absent or unable to perform them; and
- b) perform any other duties assigned by the Board.
- c) Chair the Governance Committee meetings.

Amend to say:

Vice President. The Vice President shall:

- a) perform the President's duties when the President is absent or unable to perform them.
- b) perform any other duties assigned by the Board; and
- c) Chair the Committee of the Whole meetings.

**Deletion of the reference to the Governance Committee and replacement by Committee of the Whole is in line with the proposal to move to the Committee of the Whole (section 14).**

## **Section Seven – Members of the Corporation**

### **7.01 Existing wording:**

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

Amend to say:

Eligibility for Membership. To be eligible to become a Member of the North Lambton Community Health Centre an individual person must support, or benefit from, the goals and objectives of the Corporation, and their principal residence must be in the NLCHC catchment area.

Candidates must not be an “Excluded Person”, must apply for membership and be approved by motion of the Board of Directors, and must pay membership dues set by the Board. Applications for membership must be submitted 90 days prior to the Annual Meeting; the Board’s decision must be completed 30 days prior to the Annual Meeting so a successful candidate will be eligible to vote at that meeting.

Employees of North Lambton Community Health Centre and their spouses/partners are not eligible to be Members of the Corporation.

**This amendment is intended to bring the process by which the North Lambton Community Health Centre reviews applications for Membership in line with the requirements of the Not-for-Profit Corporations Act, 2010 (ONCA).**

### **7.02 Existing wording:**

Classes of Membership. There shall be three classes of membership in the Corporation: Ordinary Members, Honorary Members and Volunteer Members.

- i) Ordinary Members in good standing 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     |

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

- ii) Honorary Members are persons admitted by a resolution of the Board of Directors as an Honorary Member who, in the opinion of the Board, has made an outstanding contribution to the development of the Corporation.

Honorary Members are not required to pay any dues and are admitted for life, or a lesser term as stated in the resolution. Honorary Members are not eligible to be Directors and are not entitled to vote at meetings of the members of the Corporation.

- 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 1<sup>st</sup> and must pay the annual membership fee to be eligible to vote at that year's Annual General Meeting.

The Corporation is required to maintain an up-to-date list of the Members, their contact information and membership status.

The Directors may from time to time amend classifications of memberships by resolution which resolution shall be effective only when confirmed by a vote of the Members at an Annual or General Meeting.

Amend to say:

Classes of Membership. There shall be two classes of membership in the Corporation: Members and Ex-officio Members.

Members. Individual persons who support the vision, mission, and values of the North Lambton Community Health Centre. Members in good standing are entitled to one vote at any meeting of the Members of the Corporation and are eligible to be elected as Directors.

Ex-officio Members. As specified in the Letters Patent, two of the Members shall be individuals appointed by the Council of the First Nations Territory of Kettle and Stony Point. The term of the appointments is determined by the Council. An Ex-officio Member is entitled to one vote at any meeting of the Members and, as per the Letters Patent, automatically becomes a member of the Board of Directors. A Member may not transfer their membership to the other class.

The Corporation is required to maintain an up-to-date list of the Members, their contact information and membership status.

The Directors may from time to time amend classifications of memberships by resolution which resolution shall be effective only when confirmed by a vote of the Members at an Annual or Special Meeting.

**This amendment reflects the emphasis ONCA places on an organization to clearly spell out who may become a member and the conditions that apply. The former Ordinary Member class is now known as the Member class, with former subclass members maintaining all previous rights. As noted above, the Letters Patent indicate the Council of the Kettle and Stony Point First Nation has the right to name two board members as Ex-officio Members.**

7.03 Existing wording:

Membership Dues. The annual membership dues are the amount determined by resolution of the Board of Directors. The Board of Directors may, by resolution, at any time, determine the membership dues attached to each membership class. Notification of any increase in fees shall be mailed out to each member at least 30 days prior to the next Annual General Meeting of the members after such increase.

Amend to say:

Membership Dues. The Board of Directors may, by resolution, determine the annual membership dues attached to each membership class. Notification of any change in dues shall be mailed out to each member at least 30 days prior to the next Annual Meeting.

**This amendment clarifies that the board must advise the members of changes in the annual dues, whether increasing or decreasing.**

7.04 Existing wording:

Termination of Membership. A membership terminates:

- a) on the death of the Member.
- b) when written notice of the Member's resignation has been given to the Secretary/Treasurer, or in their absence, any other Officer of the Corporation. The resignation is effective and final when it has been accepted by the Board of Directors; or,
- c) when a member has not paid membership dues for a period of one (1) year, they will be removed from the membership list. If dues are not paid prior to the Annual General Meeting, members shall automatically cease to be members of the Corporation.

Amend to say:

Termination of Membership. A membership terminates:

- a) on the death or resignation of the Member.
- b) when the Member is expelled, or their membership is terminated;
- c) when the Member's term of membership has expired; or
- d) when the Corporation is liquidated or dissolved.

When a Membership is terminated all rights of the Member are transferred to the Corporation.

**This amendment introduces the ONCA wording regarding the termination of a Membership and adds that a member's rights transfer to the Corporation upon termination.**

7.05 Existing wording:

Invitation to Attend Meetings. All Members shall be entitled to receive an invitation to attend all annual or special meetings of Members.

Amend to say:

Invitation to Attend Meetings. All Members, including Ex-officio Members, shall be entitled to receive an invitation to attend all annual or special meetings of Members.

**This amendment is intended to clarify that the Ex-officio Members are entitled to receive invitations to all meetings of the Members.**

## **Section Eight – Discipline or Termination of Members**

### **8.01 Existing wording:**

Notice by Board. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles, or By-laws.

Amend to say:

Notice by Board. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles, by-laws, or policies. The notice shall set out the reasons for the disciplinary action or termination of Membership. Such disciplinary action or termination of Membership shall be done in good faith and in a fair and reasonable manner.

**This amendment revises the process by which Members can be disciplined or terminated, introducing ONCA provisions in this regard.**

### **8.02 Existing wording:**

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.

Amend to say:

Appeal by Member. The Member receiving the notice shall be entitled to give the Board a written or oral submission opposing the disciplinary action or termination not less than 5 days before the disciplinary action or termination of Membership becomes effective. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership. The Member who disagrees with the Board's final decision may apply to the court (see ONCA Section 51).

**This amendment brings the Member's right to appeal disciplinary action in line with ONCA requirements.**

## **Section Nine – Meetings of Members**

### **9.01 Existing wording:**

Annual Meeting (AGM).

- a) The Annual General Meeting shall be held no later than six months after the end of the Corporation's fiscal year. Notice of the time and location of the Corporation's Annual General Meeting shall be published in the local newspapers and the Centre's social media for the two consecutive weeks preceding the meeting.
- b) Purpose. The purpose of the Annual General Meeting is to:
  - i. hear and receive the reports and statements of the Auditor and of any other person that the Directors require to make a report;
  - ii. elect the Directors.
  - iii. appoint the Auditor.
  - iv. ratify the Director's actions since the last Annual General Meeting; and
  - v. address any other matters properly brought before the meeting.

Amend to say:

Annual Meeting.

- a) The Annual Meeting shall be held no later than six months after the end of the Corporation's fiscal year. Notice of the time and location of the Corporation's Annual Meeting shall be published in the local newspapers and the Centre's social media for the two consecutive weeks preceding the meeting.
- b) Purpose. The purpose of the Annual Meeting is:
  - 1. consideration of the financial statements.
  - 2. consideration of the audit.
  - 3. election of Directors; and
  - 4. appointment or reappointment of the Auditor.

Other Special Business may be brought before the meeting by the Directors -  
- a Member may submit a "proposal" for discussion at the Annual Meeting  
(see ONCA Section 56).

**This amendment brings the provisions for the Corporation's Annual Meeting in line with the ONCA requirements, clarifying the specific agenda items while indicating other business may be raised.**

**9.02** Existing wording:

General Meeting

- a) Called by the Directors. The Directors may call a General Meeting of the Members to address any issue. The general nature of the issue must be stated in the notice of the meeting.
- b) Requisitioned by the Members. The Directors shall call a General Meeting of the Members if more than fifty percent (50%) of the Members of the Corporation request that a General Meeting be called. Those Members requesting a General Meeting shall state in a requisition signed by them the general nature of the issues to be addressed at the Meeting. The requisition shall be deposited at the Head Office of the Corporation.

Amend to say:



### Special Meeting

- a) Called by the Directors. The Directors may call a Special Meeting of the Members to address any issue. The general nature of the issue must be stated in the notice of the meeting.
- b) Requisitioned by the Members. The Directors shall call a Special Meeting of the Members if more than ten percent (10%) of the Members of the Corporation request that a Special Meeting be called. Those Members requesting a Special Meeting shall state in a requisition signed by them the general nature of the issues to be addressed at the Meeting. The requisition shall be sent to each Director and deposited at the Head Office of the Corporation. The Directors shall call a meeting of the Members to transact the business stated in the requisition (see ONCA Sections 60 and 61).

**This amendment brings the provisions for Directors and Members to call a Special Meeting, in line with ONCA requirements.**

#### 9.03 Existing wording:

Notice of the Meetings of Members. Notice of a meeting of the Members shall:

- a) be given to all Members who are entitled to notice of the Meeting by the Secretary-Treasurer.
- b) be emailed /mailed five or more days before the date of the Meeting.
- c) be emailed /mailed to each Member individually to his/her last address shown on the books of Corporation.
- d) include the date, time, and place of the meeting and the general nature of the matters to be dealt with; and
- e) include any time limit on the use of proxies.

unless any of the Members who are entitled to have notice of the meeting have waived in writing their right to receive such notice.

Amend to say:

Notice of the Meetings of Members. Notice of a meeting of the Members shall:

- a) be given to all Members who are entitled to notice of the Meeting by the Secretary-Treasurer.
- b) be emailed/mailed ten (10) or more days before the date of the Meeting.
- c) be emailed/mailed to each Member individually to his/her last address shown on the books of Corporation.
- d) include the date, time, and place of the meeting (including virtual meetings by telephonic or electronic means) and the general nature of the matters to be dealt with; and
- e) include any time limit on the use of proxies.

(See Section 62 of ONCA)

**This amendment brings the requirements for notice for members' meetings in line with ONCA which does not permit Members to waive their right to notice.**

#### 9.04 Existing wording:

Quorum. A quorum for the transaction of business at any meeting of Members shall consist of not less than ten (10) Members present in person.

Amend to say:

Quorum. A quorum for the transaction of business at any meeting of Members shall consist of not less than ten (10) Members present in person. A Members meeting which initially achieved quorum may continue even if quorum is not maintained throughout the meeting.

If quorum is not initially achieved the Members present may adjourn the meeting to a future time and place but cannot decide on any other business. (See ONCA Section 55 re: requirements for notification).

**This amendment introduces ONCA provisions around meeting quorums.**

**9.06** Existing wording:

Resolutions and Voting at Meetings of the Members.

- a) Every question proposed at a Meeting of the Members is decided by a majority of the votes cast, except in the case of a Special Resolution as defined in Section 1.05, Special Resolutions.
- b) The Chairperson at any meeting of the Members has no vote except in the case of a tie when the Chairperson shall have a casting vote if they wish to cast the same.
- c) Every question shall be decided by a show of hands unless a Member demands a poll.

Amend to say:

**9.06** Resolutions and Voting at Meetings of the Members.

- a) Every question proposed at a Meeting of the Members is decided by a majority of the votes cast, except in the case of a Special Resolution as defined in Section 1.05, Special Resolutions.
- b) The Chairperson at any meeting of the Members has no vote except in the case of a tie when the Chairperson shall have a casting vote if they choose to cast the same. A tied vote results in the resolution being defeated.
- c) Every question shall be decided by a show of hands unless a Member demands a poll. A Member may demand a ballot either before or after any vote.
- d) A resolution signed by all Members entitled to vote on the resolution is as valid as if it had been passed at a meeting of the Members. The Corporation shall keep a copy of every such resolution with the minutes of the meetings of Members.

**This amendment clarifies that the procedure for voting and resolutions at members' meetings, in line with ONCA requirements.**

**9.08** Existing wording:

Adjournments. Any meeting of Members may be adjourned at any time. Any issues to be dealt with at a meeting can be dealt with at a subsequent meeting. No notice is required of adjournment of meetings.

Amend to say:

Adjournments. Any meeting of Members may be adjourned at any time and no notice is required.

**This amendment brings the wording in line with ONCA, clarifying that no business may be conducted when a meeting is adjourned.**

## Section Fourteen – Committees of the Board

### 14.01 Existing wording:

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.**

The membership and mandates of the Executive Committee, Quality Performance Committee Governance 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 appointed to the committees for a one-year term, and with 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 a similar mission and mandate to the North Lambton Community Health Centre is not eligible to be appointed to a North Lambton CHC Standing Committee.

Amend to say:

Standing Committees. There shall be the following Standing Committees:

- a) **Committee of the Whole.**
- b) **Executive Committee.**

Except for the Executive Committee, Standing Committees act in an advisory capacity to the Board of Directors. Volunteers serving on a Standing Committee

must be Members of the Corporation and are appointed by the Board of Directors.

The mandates of the Standing Committees are available from the Executive Director. The committee mandate documents are subject to additions, alterations, changes, and substitutions as the Board of Directors may determine by resolution.

Except for the Committee of the Whole, the Chairperson of each Standing Committee shall be a Board member elected by the committee and endorsed by the Board; in the case of the Executive Committee, the Chairperson will be the President. The President is a voting ex-officio member of all committees. Board members and volunteer (non-Board) members of Standing Committees are appointed to the committees for a one-year term, with eligibility for reappointment by the Board of Directors for additional one-year terms.

**This amendment introduces the Board's proposed move to a Committee of the Whole to replace the previous Standing Committees. The Board's view is that this is a way to keep all board members fully informed of the organization' activities.**

**14.02** Existing wording:

Ad Hoc Board Committees. In addition to the Standing Committees, Ad Hoc Committees (such as community advisory groups) shall be established, as determined from time to time by the Board of Directors.

The Chairperson of an Ad Hoc Committee (who need not be a Board Member unless so determined by the Board of Directors) will be elected by the members of the Ad Hoc Committee and the appointment may be endorsed by the Board of Directors. The appointment of other members of an Ad Hoc Committee (who need not be Board Members) shall also be endorsed by the Board of Directors. Volunteers on all Ad Hoc Board Committees shall be, and remain, Members of the Corporation through their term of appointment.

The term of office of each member of an Ad Hoc Committee is one (1) year from the date of appointment or ceases upon the fulfillment of the mandate of such committee, whichever comes-first. Such committee members are eligible for reappointment subject to the approval of the Board of Directors.

Amend to say:

Ad Hoc Board Committees. In addition to the Standing Committees, Ad Hoc Committees (such as community advisory groups) may be established by the Board of Directors.

The Chairperson of an Ad Hoc Committee shall be a Board Member, elected by the members of the Ad Hoc Committee.

The appointment of members of an Ad Hoc Committee shall be endorsed by the Board of Directors. Volunteers on all Ad Hoc Committees shall be Members of the Corporation through their term of appointment.

The term of office of each member of an Ad Hoc Committee is one (1) year from the date of appointment or ceases upon the fulfillment of the mandate of such committee. Such committee members are eligible for reappointment subject to the approval of the Board of Directors.

**This amendment clarifies the procedures for Ad Hoc Committees which may be established by the Board for specific purposes and specifies that the Chairperson shall be a Board Member.**

**14.03** Existing wording:

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 its members. If quorum is not achieved the members present may meet for discussion purposes; a proposed course, or courses, of action may be recommended for consideration at the next meeting of the Board of Directors.

If a member of any committee, including the Standing Committees, fails to attend three (3) consecutive meetings of that committee, the committee chairperson shall contact the said committee member to ascertain the cause of such non-attendance and shall report back to the committee at the next meeting of the committee. If the reason for such non-attendance is sufficient in the opinion of the committee, the member shall remain on the committee if they are willing and able to do so. If the reason for such non-attendance is not sufficient in the opinion of the committee, the committee shall pass a resolution to terminate that member's term of office, effective immediately upon the resolution being ratified by the Board. For further clarification, the Board shall always have the right to terminate, or to not terminate, a committee member's term of office regardless of the opinion of the committee.

Amend to say:

**14.03** Terms of Reference for Committees.

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

The Chairperson of any committee meeting shall have the option to cast a vote on a tied motion; a tied vote results in the resolution being defeated.

The quorum of a meeting of any committee shall be a majority of all its members. A committee meeting which initially achieved quorum may continue even if quorum is not maintained throughout the meeting.

If quorum is not achieved the members present may meet for discussion purposes; a proposed course, or courses, of action may be forwarded for consideration at the next meeting of the Board of Directors.

If a member of a Standing or Ad Hoc Committee, fails to attend three (3) consecutive meetings of that committee, the committee chairperson shall contact the said committee member to ascertain the cause of such non-attendance and shall report back to the committee at the next meeting of the committee. If the reason for such non-attendance is sufficient in the opinion of the committee, the member shall remain on the committee if they are willing and able to do so. If the reason for such non-attendance is not sufficient in the opinion of the committee, the committee shall pass a resolution to terminate that member's appointment, effective immediately upon the resolution being ratified by the Board. For further clarification, the Board shall always have the right to terminate, or to not terminate, a committee member's term of office regardless of the opinion of the committee.

**This amendment sets out procedures for committee meetings, including new wording to indicate a meeting may continue even if quorum is not maintained throughout the meeting.**

This Special Resolution was adopted by the North Lambton Community Health Centre Board of Directors on the 25<sup>th</sup> day of April 2023.

Original signed by Khalida Finley, Secretary/Treasurer  
North Lambton Community Health Centre Board of Directors

**RESOLUTION RATIFYING DIRECTORS' ACTIONS**

**Annual General Meeting  
June 20, 2023**

Members of the North Lambton Community Health Centre Board of Directors 2022-2023 are:

President and Board Chair:	Krista McCann
Vice-President:	Ann Tuplin
Secretary/Treasurer:	Khalida Finley
Past President:	Mac Redmond
Directors:	Stewart Burberry, Khalida Finley, Marja George, Sheri Henderson, Jackie Hickey, Deirdre Shipley

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 23, 2022, 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 20, 2023

**Nominating Committee Report  
Candidates for the Board  
For the Annual General Meeting  
June 20, 2023**

The Board of Directors of the North Lambton Community Health Centre is composed of nine (9) members elected from the communities we serve, and two (2) appointed by the Band Councils of Kettle and Stony Point and/or Aamjiwnaang First Nations. Every effort will be made to ensure Board representation from across the catchment area.

<u>Member</u>	<u>Term Expires</u>	<u>Status</u>
Khalida Finley	June 2023	
Jackie Hickey	June 2023	
Ann Tuplin	June 2023	
Mac Redmond	June 2023	Retiring from Board
Vacant	June 2024	
Deirdre Shipley	June 2024	
Marja George	Appointed	
Vacant	Appointed	
Stewart Burberry	June 2025	
Krista McCann	June 2025	

There are four (4) elected positions available; the Nominating Committee has recruited the following Candidates for the Board:

Khalida Finley  
Jackie Hickey  
Ann Tuplin  
Reena Shah  
Ron Van Horne

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.

Krista McCann  
President and Chair of the Nominating Committee



## MANAGEMENT TEAM

Bel Jamieson  
Belinda Belle  
Christie Baron  
Konnie Maxfield  
Leah Willemse  
Lisa Ash  
Robin Page

Health Promotion Team Leader  
Primary Care Team Leader  
Risk Management and Admin Team Leader  
Data Management Team Leader  
Quality & Chronic Disease Team Leader  
Primary Care Team Leader  
Finance Team Leader

## THANK YOU TO OUR STAFF

### RECEPTIONISTS

Alison Ross  
Ashley King  
Dana Parry  
Emily Timmermans  
Heather Seguin  
Jillian Brand  
Jody MacDonald  
Kerry Kingdon  
Mary Ann Campbell  
Meghan Flett  
Patricia Montalban D'Angela  
Sheri Shelton  
Trudy McGregor

### HOUSING & HOMELESSNESS PROJECT

Samantha Rivers  
Susan Rounding  
Tamara Walsh

### OPENING DOORS

Rebecca Everaert  
Marianne Hyatt

### PHYSICIANS

AP Bartleman  
Elisa Fuller  
Jasmine Davies\*  
Kaitlyn Brown  
Miranda Shepherd  
Natalia Koldewey  
Sakshi Babbar  
Sonja Burgel\*  
Vandana Bhargava

### HEALTH PROMOTION

Amy Dinell  
Chris Brown  
Erin M'Larkey  
Erin Robinson  
Kandis Tieman  
Lynne Brown

### REGISTERED NURSES

Kendra Moffatt  
Liz Fanset  
Melanie Seguin

### REGISTERED PRACTICAL NURSES

Bailey Rood  
Bridget Brush  
Celine Leblanc  
Courtney Lauziere  
Jennifer Bright  
Jennifer Lambley  
Kassie King  
Krista Riley

### HARM REDUCTION

Candace King  
Karen Barry  
Katelyn Caughell  
Kristin Lichty  
Nicole Lougheed

### NURSE PRACTITIONERS

Amanda Hermsen\*  
Adaobi Michaels-Ezeamama  
Cheryl DeGroot  
Jessica Michelucci\*  
Jessica Perreault  
Kiran Patel  
Kelsey VandenBoer  
Laura Kime  
Michelle Wylie  
Seenu Koshy  
Shannon Sweeney

### CHF CLINIC

Amanda Hermsen\*

### CIRCLES

Tiffany Miller

### TEAMWORK PROJECT

Andrea Jones-Peper  
Junior Jose Aparicio Mestra

### ADMINISTRATION / FACILITIES

Adrian VandenBoer  
Ashish Rawat  
Chris MacLeod  
Eagle Boissoneau\*  
Karen Caughy  
Katelyn Black  
Kevin MacLeod  
Laurie Minielly

### SOCIAL WORKERS

Carlyn McNally  
Glenn Ethridge  
Joy Vascotto  
Nicole Taylor

### DIABETES EDUCATION

Alyssa Favret  
April George  
Brittany Van Bree  
Janet Wilpstra  
Jennie DeSantis

### COPD TEAM

Brenda Van Engelen  
Lindsay Pomoransky  
Alexandra Schmidt  
Lorie Harper

### PHYSIOTHERAPY

Carol Adams

### CARDIAC REHAB

Alyssa King  
April Abbott\*  
Jason Helps  
Lauren Bryce  
Linda Boccanfuso  
Tammie Cahill

\*staff on leave



Forest Site – Established 1994  
Moved to King Street West 1999



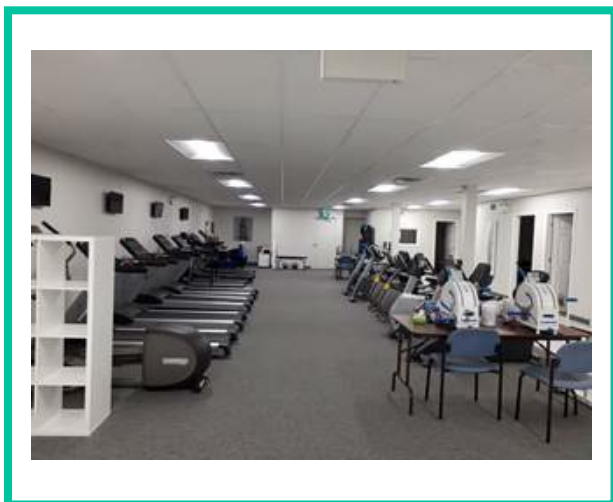
Kettle Point Site – Established 1996



Sarnia Site – Established 2007



Watford Site – Established 2008



Cardiopulmonary Rehabilitation –  
Established 2014