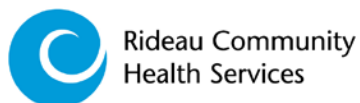




**2018 / 2019 Annual General Meeting
 Tuesday, June 25, 2019
 Merrickville Community Centre
 106 Read Street, Merrickville**

	Present	<p>Board Members: Jacques Pelletier (Chair), Liz Snider (Vice Chair), Ian Donald (Secretary), Terry Lee (Treasurer), Janet Cosier, Bob Long, Michèle Le Blanc, Terry Gilhen, Sandy Shaw, Katie Weststrate Regrets: Deb McGuire</p> <p>Members: Collette Durand, Mary Hegan, Colin Hurman, Line Pelletier, Carol Roberts, Patricia Watson Doug Struthers</p> <p>Community: Heather Bell, Rod Fournier, Fred McFarland, Cheri Long, Peggy Holloway, Gerry Sequin, President of the Lions Club of Merrickville and several representatives from the Lions organization.</p> <p>RCHS Staff Members: Michele Bellows (Chief Executive Officer), Anne Caron, Kelly Robinson, Onalee Randell, Stephanie Giroux, Louise Besserer, Joanne McIntyre, Lisa Wan, Cody Noonan, Dave Perry, Jane Page-Brown</p>
1.0	Call to Order	<p>Chair Jacques Pelletier called the meeting to order at 5:30 p.m. and welcomed all those in attendance. He introduced fellow Board members, noted there was a quorum in attendance, clarified the voting process and confirmed that no one was holding proxies.</p>
	Adoption of Agenda	<p>Motion: That the agenda for the 2018 / 2019 Annual General Meeting be approved as circulated. Moved by: Colin Hurman, Seconded by: Collette Durand Carried.</p>
2.0	Adoption of Minutes from June 26, 2018 AGM	<p>Motion: That the minutes of the June 26, 2018 Annual General Meeting be approved as circulated. Moved by: Janet Cosier, Seconded by: Liz Snider Carried.</p>
3.0	Staff Pop Up #1: Louise Besserer	<p>J. Pelletier introduced Louise Besserer, Medical Secretary who delivered a presentation on the roles and functions of the RCHS Admin Team.</p>
4.0	Chairperson's Report	<p>J. Pelletier reported that it was a critical and busy year for RCHS from a governance perspective.</p> <ul style="list-style-type: none"> - Retirement of long standing Executive Director Peter McKenna (October 2018) - CEO recruitment process July – November 2018 culminating with the announcement (December 2018) of Michele Bellows as the new CEO for RCHS - Formal thank you to Anne Caron, Director, Corporate & Administration Services for providing leadership as interim CEO from November 2018 – February 2019 - Revised governance structure for the RCHS Board which will result in improved committee structures and



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		<p>overall Board effectiveness</p> <ul style="list-style-type: none"> - In response to Ontario government health system changes, RCHS is proposing to lead the development of a local Ontario Health Team - More changes are expected as RCHS grows to address ever changing community health care needs <p>In announcing this would be his last AGM as Board Chair, he expressed his thanks to Board colleagues for their support over the past few years. He also announced that Janet Cosier will succeed him as Board Chair.</p>
5.0	Chief Executive Officer's (CEO) Report	M. Bellows thanked the Board and Staff for welcoming her to RCHS and for their support over the past four months as she transitioned to her new role as CEO. She noted that since assuming the role she has been meeting with staff from across all of the RCHS program areas and is very proud to be part of such a caring and collaborative team. In recognizing that RCHS is celebrating 45 years of service, she explained that the organization continues to grow and adapt services to meet the ever-changing community needs.
6.0	Treasurer's Report Auditor's Report	<p>Terry Lee reported that the organization achieved another successful audit and read a report provided by auditor Serena Fortin of Allan and Partners.</p> <p>Motion: That the Auditor's Report for 2018-2019 and RCHS' 2018-2019 Audited Financial Statements be accepted. Moved by: T. Lee Seconded by: M. Le Blanc, Carried.</p> <p>Motion: That Allan and Partners be appointed as auditors for RCHS for 2019/2020 and that the auditors' fees For 2019/2020 be established by the Board of Directors.</p> <p>Moved by: T. Lee, Seconded by: B. Long, Carried.</p> <p>Terry Lee thanked Allan And Partners on behalf of the Board of Directors for this year's audit.</p>
7.0	Staff Pop Up #2: Joanne McIntyre	J. Pelletier introduced Joanne McIntyre, Community Health Worker who delivered a presentation on food security and client support programs.
8.0	Nominating Committee Report	Ian Donald delivered the Nominating Committee Report on behalf of Deb McGuire. He introduced Sandy Shaw and Katie Weststrate, who have been fulfilling interim Board Director roles since February 2019, and who are both being recommended to officially join the Board. Each candidate introduced themselves and described their background and interest in contributing to the mission and vision of RCHS.



		<p>Motion: That the 2018-2019 Nominating Committee report be accepted and the following standing directors and new nominees for the RCHS Board of Directors be elected by acclamation for the following terms:</p> <p>For reappointment to a three year term:</p> <ul style="list-style-type: none"> - Janet Cosier - Michèle LeBlanc - Deb McGuire <p>For appointment to a one-year term:</p> <ul style="list-style-type: none"> - Sandy Shaw - Katie Weststrate <p>Moved by: I. Donald, Seconded by: T. Gilhen, Carried.</p>
9.0	By-law Change	<p>J. Pelletier provided an overview of the proposed RCHS By-law amendment and rationale. He explained that while the key change related to Section 2.1 a. whereby eligibility for Members would be amended to state that only current Directors of the Corporation shall be eligible to be Members of the Corporation, a number of other elements of the bylaws need to be modified to align with the new membership structure.</p> <p>The meeting attendees were given an opportunity to ask questions, and the following motion was presented:</p> <p><i>That By-Law Number 1 – 2017 be amended as follows:</i></p> <p>Part II Membership</p> <p>1. Under Clause 2.1a, delete the opening clause “Membership of the Corporation shall be open to any individual” and replaced with the following new clause:</p> <p><i>“Membership of the Corporation shall consist of a single class of membership. Membership shall only be open to any individual.”</i></p> <p>and the following new clause 2.1a i) be added:</p>



2.1a i) who is duly elected and continuing to act as a Director of the Board of Directors;

and the existing sub-clauses i) through vi) be renumbered ii) through vii).

2. Clause 2.1e is deleted entirely.

Part II The Board of Directors

3. Clause 3.1a is hereby deleted and replaced with the following new clause:

3.1a No person is eligible to be a Director unless they undertake to become a Member and maintain such membership throughout their term as a Director.

4. Clause 3.1b is amended by deleting the words "subject to the provisions of 3.3j of these by-laws" and substituting the words "*until one (1) year has passed from the date of termination of their employment with the Corporation*".

5. Clause 3.2a is amended by deleting the words "Members who shall be elected as voting".

6. Clause 3.3a is amended by deleting the words "selected from the voting Membership of the Corporation".

7. Clause 3.3e is amended by deleting the words "and may, at the meeting, elect any Member in his/her stead for the remainder of the former Director's term."

8. Clause 3.3g is amended by deleting the words "Board Members" and replacing it with the word "*Directors*".

9. Clause 3.3.h is amended by adding the words "*Directors and*" in front of the words "Members by notice....".

10. Clause 3.3i is amended by deleting the word "Member" and replacing it with the word "*Director*".

11. Clause 3.3j is deleted and replaced with the following new 3.3j:




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		<p><i>3.3j Directors who are removed from office shall also be removed as a Member</i></p> <p>12. Clause 3.4a is amended by replacing the word "Member" with the word "<i>Director</i>" and adding the following sentence at the end:</p> <p><i>"In case of resignation, a Director shall also be deemed to resign as a Member".</i></p> <p>13. Clause 3.5a is amended by deleting the words "be filled by the remaining Directors from among the qualified Members of the Corporation," and replacing with the words "<i>remain vacant or be filled by the remaining Directors,</i>".</p> <p>14. Clause 3.5b is deleted and replaced with the following new 3.5b:</p> <p><i>3.5b A majority of Members present shall be sufficient to elect a Director. If there is no quorum of Directors in office, then the remaining Directors must call a General Meeting within sixty (60) days so that the Members can fill the vacancies by election.</i></p> <p>Part V Annual General and Membership Meetings</p> <p>15. Clause 5.4d is amended by deleting the word "voting".</p> <p>16. Clause 5.5d is amended by deleting the word "voting".</p> <p>17. Clause 5.7 is amended by deleting the words "ten per cent (10%) of the total number of voting members, or ten (10) Members present in person, whichever is greater" and replacing with "<i>at least 6 Members being present</i>".</p> <p>Moved by: T. Lee, Seconded by: J. Cosier Carried.</p>
10.0	Community Recognition Award	Liz Snider presented the Lions Club of Merrickville with the RCHS Community Recognition Award. She described a number of the Club's key projects over the years since its inception in 1964 including the community library, Lions Campground, Canalfest, Annual Christmas Hamper Program, in addition to supporting numerous local



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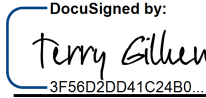
		groups, youth organizations, elementary and high schools, community initiatives and festivals, and providing assistance to individuals and families in need. Gerry Seguin, President of the Lions Club, accepted the award on behalf of the group. He thanked his colleagues in attendance for all their individual and collective efforts over the years working on the many diverse community support projects.
11.0	Adjournment	The Chair thanked everyone for attending this year’s Annual General Meeting and requested a motion to adjourn. Motion: That the 2018/19 Annual General Meeting be adjourned at 6:35pm Moved by: Colin Hurman, Carried.

Approved by: 

Chair

 10/5/2020 | 3:57 PM EDT

Date



Secretary

 10/5/2020 | 1:24 PM PDT

Date