

2019 – 2020 Annual General Meeting Tuesday September 22, 2020 – 5:00PM

Via Zoom

	Present:	Board Members: Janet Cosier (Chair), Liz Snider (Vice Chair), Bob Long (Vice-Chair), Terry Gilhen (Secretary Terry Lee (Treasurer), Jacques Pelletier, Sandy Shaw, Katie Weststrate, Deb McGuire Regrets: Michèle Le Blanc		
		Board nominees: Helen McGuire and Don Palmer Regrets: Dorothy Thomson, Ian Donald		
		Community members: Liz Sutherland, Serena Fortin (Allan & Partners), Sherry Long		
		RCHS Staff Members: Michele Bellows (Chief Executive Officer), Anne Caron, Kelly Robinson, Onalee Randell, Christa Dales Donnelly, Lisa Needham, Jane Page-Brown,		
1.0	Call to Order	Board Chair Janet Cosier called the meeting to order at 5:00pm and welcomed all in attendance. She recognized fellow Board members and others in attendance including new Board member nominees, RCHS staff, leadership team, and members of the public.		
	Adoption of Agenda	Motion: That the agenda for the 2019 / 2020 Annual General Meeting be approved as circulated. Moved by: J. Pelletier Seconded by: Liz Snider Carried.		
2.0	Adoption of Minutes from	Motion: That the minutes of the June 25, 2019 Annual General Meeting be approved as circulated.		
	June 25, 2019 AGM	Moved by:, T. Gilhen Seconded by: B. Long Carried.		
3.0	Chairperson's Report	J. Cosier commended the RCHS leadership team on the new look and design of the Annual Report which included a fulsome overview of the activities of the past year.		
		Highlights contained in the report from a governance perspective included:		
		- Modernization and streamlining of Board processes such as the annual work plan		
		- Streamlined meeting agendas to focus on strategy and policy		
		- Enhanced education for Board members including community partner presentations		
		J. Cosier also acknowledged the contributions of departing Board Directors Liz Snider and Jacques Pelletier, noting that this would also be highlighted later in the agenda.		
1		She also thanked the staff and fellow Board members for all their work and contributions over the past year.		

4.0	CEO Report	M. Bellows welcomed everyone to the AGM and shared several program highlights from the past year that RCHS is involved with, such as:
		 Introduction and evolution of Ontario Health Teams and the establishment of the Lanark, Leeds and Grenville – Connected for Care (OHT) Development of the regional oral health and lung health programs Increased primary care intake of new clients Area food security initiatives
		She explained how the last six months have been particularly challenging in responding to the Covid-19 pandemic and that service delivery has been greatly impacted. However, RCHS has been able to respond quickly and provide service in a variety of way, to maintain client care via virtual appointments as well as traditional face to face visits to ensure client and staff safety.
		She extended sincere thanks to the staff and board for their continued support and commitment.
5.0	2019-2020 Financial Report	T. Lee, Chair of the Finance and Audit Committee, reported that the organization achieved another successful audit and put forward the recommendation on behalf of the Committee that the 2019-2020
6.0	2019-2020 Auditor's	Financial Report be approved by the members. J. Cosier introduced Serena Fortin of Allan and Partners who provided an overview of the audit financial
6.0	Report	process and the financial highlights.
		 She noted that due to Covid-19 the audit had to be completed virtually with many documents sent either by email or delivered in hard copy. She thanked Anne Caron and the Finance Team at RCHS for all their diligence and assistance in providing all the documentation necessary to carry out the audit. In response to questions she provided the following observations: RCHS Finance Committee provides sound oversight in regards to the financial operations which includes providing all the necessary information to conduct a thorough audit In regards to the overall financial systems and controls, the audit did not identify any internal control issues; had there been any issues they would have been identified in the report to the Finance and Audit Committee and in the Audit Management Letter
		Motion: That the Auditor's Report for 2019-2020 and RCHS' 2019-2020 Audited Financial Statements be accepted.
		Moved by: T. Lee Seconded by: B. Long, Carried.

7.0	Appointment of Auditors for 2020-2021	J. Cosier thanked Serena Fortin and her team for conducting the audit during such a challenging time and for attending the AGM and providing her report. She also thanked Anne Caron and her team for their work leading to a successful audit. T. Lee reported that the Finance and Audit Committee has recommended that Allan and Partners be contracted to complete the audit for the next fiscal year. Motion: That Allan & Partners be appointed as auditors for RCHS for 2020/2021 at a cost of \$7,900 plus HST.				
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		Moved by: T. Lee	Seconded by: D. McGuire	Carried.		
8.0	By-law Revision	J. Cosier provided an overview of the proposed RCHS By-law amendment and rationale.				
	Policy re: Extension of Terms	The revision is supported by a new governance policy (GOV 131 Extension of Term of Office) which defit the following parameters under which a one year term of office extension may be considered:				
		 Where there is a lack of board candidates generally; Where there is a lack of board candidates with the particular slaboard at that time; Where there is an unusually high amount of unanticipated turn resignations) at such a time that would be disruptive to the Co Where a Board member is actively engaged in a special project Corporation/Board and the departure of such member would ledlay, in such project or initiative; and Where there is a need for continuity in oversight and manager emergency or exceptional situation (such as the COVID-19 particular slabours). 		rer on the Board (e.g. early pration; r strategic initiative/priority of the unduly disruptive, or cause inordinate at of the Corporation in an		
		Motion: That By-Law N				
		PART III Board of Director	rs - Section 3.3 – Election of Directors			
		and finally for a three recommended by to Corporation and new and experience to contact the contact and experience to contact the contact and experience to contact and experi	cted initially for a one (1) year term, then may ee (3) year term which may be extended by or he Board and determined by the Members to ecessary to ensure that the Board as a whole he discharge the duties and responsibilities of the pard may, from time to time, adopt policies or	ne (1) year <u>when such extension is</u> be in the best interests of the has the necessary skills, knowledge e Board during the ensuing one (1)		

		 on which term extension recommendations will be made by the Board to the Members, provided such policies are not inconsistent from these by-laws. This will provide both staggered terms and stay within the seven (7) year maximum time frame for serving on the board. The number of Directors to be elected is determined by terms of office that have expired and by vacancies. 3.3i No person may serve for more than seven (7) consecutive years as a Director of the Board of Directors, but any person may be eligible for election to the Board after an absence of one (1) year following service for seven (7) consecutive years as a Director. 		
		Moved by: J. Cosier	Seconded by: T. Gilhen	Carried.
9.0	Recommendation of Board Members 2020 – 2021 - Appointment of new Board members - Reappointment of Board members - Extension of terms of office of Board members	T. Gilhen described the nomination process and introduced this year's slate of nominees, incomposed nominees and the returning Board members. He explained that two Board members, Ian Double are being nominated for a one year term extension in line with the by-law revision and support governance policy. New nominees Helen McGuire and Don Palmer briefly described their background. Though Thompson was unable to attend the meeting, T. Gilhen provided a brief overview of her credit to the composition of the credit to the credit to the credit to the composition of the credit to		I members, Ian Donald and Terry law revision and supporting sground. Though Dorothy erview of her credentials.
		For a 1 year term:	For a 3 year term:	
		Helen McGuire Dorothy Thompson Don Palmer	Terry Gilhen	
			For a 1 year term ex	rtension:
		For a 2 year term: Katie Weststrate	lan Donald	
		Sandy Shaw	Terry Lee	
		Moved by: J. Cosier Sec	conded by: L. Snider	Carried.
10.0	Recognition of Retiring Directors	J. Cosier congratulated outgoin their support and contributions	g Board members Jacques Pelletier and Liz to the Board over the past 6 years. In their th for four year terms) both have been role i	respective roles, Jacques as

		promoting inclusion and community engagement. Both were also instrumental in new CEO in 2018/19. She commended them for their dedication and noted that the	
11.0	Community Recognition Award	B. Long presented the Community Recognition Award in absentia to Adrian Wynands, President of Grenville Federation of Agriculture (GFA), who unfortunately was unable to join the meeting.	
		He described how the GFA, through a group of volunteer farmers, has a tract of 100 acres, where they grow beans or corn. A percentage of the proceeds from the sale of these crops is donated annually to food banks in the area, including RCHS' Emergency Food Cupboard in Merrickville. Last year, more than \$20,000 was donated to local organizations. Since 2014, the Emergency Food Cupboard has received over \$10,000.	
12.0	Adjournment	J. Cosier thanked everyone for attending this year's Annual General Meeting.	
		Motion: That the 2019/20 Annual General Meeting be adjourned at time. Moved by: J. Cosier Seconder: J. Pelletier	Carried.

6/22/2021 5:27 PM EDT 6/22/2021 6:30 PM	1 PDT
Chair Secretary	
Approved by: Docusigned by: Tury Gillen	