



2021 ANNUAL GENERAL MEETING

PINECREST-QUEENSWAY COMMUNITY HEALTH CENTRE, ZOOM CONFERENCING

Tuesday, September 7, 2021 from 5:00pm-6:00pm

Minutes

Welcome and Opening Remarks – Gerry Harrington, Board President

1. WELCOME AND CALL TO ORDER –

Gerry Harrington, the Board of Directors President, welcomed all attendees to the 42nd Annual General Meeting. He reviewed the history of the organization and gave appreciation to the volunteers, employees, and community members.

Gerry welcomed Theresa Kavanagh, City Councilor for Bay Ward who addressed membership.

It was noted that in keeping with By-Laws the Annual General Meeting was sent out in late-July and was posted accordingly. The meeting was then called to order and was confirmed that 8 members were present, thereby establishing quorum which according to our By-Laws is 17. The process for voting/making decisions was reviewed and individuals who make motions or second motions were asked to identify themselves with their full name for the purpose of the minutes.

2. APPROVAL OF AGENDA

All were asked if any additions to the agenda were needed and then a motion to approve the Agenda was requested.

The Agenda was Moved by: Janet Bowes and Seconded by: Sapna Mahajan

3. APPROVAL OF MINUTES

There was then a motion to approve the Minutes.

The minutes were then Moved by: Jill Skinner and Seconded by: Cathy Doolan

4. PRESIDENT'S REPORT –

Gerry again thanked all the employees and volunteers who dedicate their time to assist all the programs. Attendees were informed that the annual report is available on the PQCHC website. No hard copies were provided this year.

Gerry shared that a year ago, we were unaware of the many challenges that 2020 would still bring us personally and professionally. We have exhibited remarkable resilience and have renewed our commitment to serving those disproportionately affected by COVID-19, with a special focus on equity-deserving and isolated members of our community.

We have sustained our efforts to keep one another safe during the pandemic and have found innovative ways to maintain client focus while staying connected.

Our shared purpose as a community of people dedicated to helping vulnerable clients and supporting one another has kept PQCHC at the forefront of community health and social care leadership.

2020-21 brought new activities and collaborations. These include preparing for Accreditation, continuing as a member of the leadership of the Ottawa Health Team – Équipe Santé Ottawa (OHT-ESO), and partnering with regional service providers to transform the delivery of employment services, amongst other exciting endeavours.

As an integrated and reflective part of the community we serve, we work alongside a passionate team of employees and volunteers walking together with our clients to create a shared experience of being seen, heard, and supported in our journey through life. In partnership with other community benefit organizations, we have continued to support development and health promotion work with compassion and innovation and we look forward to a bright future together.

5. FINANCIAL REPORT –

Christa Casey from Welch & Company presented a summary of the Auditor's Report.

A motion was requested to approve the financial report:

The motion was moved by: Stephen Williamson and was seconded by: Jill Skinner

b) Appointment of Auditors –

The Board also recommended the re-appointment of Welch LLP as auditors for the 2021-2022 fiscal year.

A motion was proposed to confirm the re-appointment of Welch LLP for the 2021-2022 fiscal year.

The motion was moved by: Stephen Williamson and seconded by: Jill Skinner

6. FRENCH LANGUAGE SERVICES REPORT –

Janet Bowes presented the French Language Service Report which was available within the meeting packages provided to all members.

8. REPORT OF THE NOMINATIONS COMMITTEE –

a. Election of Directors –

Jill Skinner, VP, Board of Directors, explained the election process and how nominations were advertised and promoted through the communities in adherence to our By-Laws. Nominees to the Board were solicited by advertisements and through promotion within the communities, we serve. The Board may have a maximum of 14 individuals with a minimum of 12. It was noted that 2 Board Members were retiring this year with 3 individuals being up for re-election. Through a recruitment process an additional 2 new Board Members were proposed to join the Board bringing us to a total of 13 members.

ELECTION OF DIRECTORS –

Candidates standing for re-election:

- Meng Jin
- Janet Bowes
- Sapna Mahajan

New Candidates:

- Kwame Amoako
- Rahil Dattu

A motion to approve the appointment of the above-board members was requested.

The Motion for those standing for re-election was moved by: Jill Skinner and seconded by: Stephen Williamson

The Motion for new candidates was moved by: Janet Bowes and seconded by: Sapna Mahajan

Recognition of Retiring Board members –

The two retiring Board members Jill Skinner and Mete Pamir were recognized.

9. BYLAW Review

The Board commissioned a legal review of the Bylaws to ensure compliance with the proposed Ontario Non-for-Profit Corporations Act (ONCA).

Three recommended changes are presented to Members for approval regarding:

1) Membership

Recommendation: PQCHC membership affirm its decision to include any member of the public over 18 years of age who stands for election as “member” for governance purposes for a term equal to the period between AGMs.

Reason for Proposed Change: Current language was unclear and could be interpreted as limiting membership only to Board members and not to the broader community.

2) Directors (4 Non-Voting Members)

Recommendation: PQCHC membership remove the reference to the four non-voting members of the Board and substitute this with: *Board authority to appoint advisors to participate in Board meetings to act in an advisory capacity on the Board.*

Reason for Proposed Change: Current language makes it unclear as to the roles and responsibilities for the four non-voting members.

3) CEO Role Clarification

Recommendation: The Board recommends revised language of Article X as follows: *The Board shall appoint a Chief Executive Officer who will have the authority to carry through or cause to be carried through the strategic direction of the Corporation, policies and decisions of the Board and who shall manage the Corporation's affairs on a day-to-day basis. The Chief Executive Officer is the chief executive manager of the Corporation and is authorized to sign all documents on behalf of the Corporation other than documents required to be signed by Director-Officers of the Corporation. The Chief Executive Officer is an ex officio member of the Board and all Board committees. The Chief Executive Officer will report on his/her activity in writing on a monthly basis to the Board.*

Reason for Proposed Change: Current language was unclear as to role and responsibilities including *fiduciary*, the role's ex officio status, authority in signing corporate documents, and role as chief executive manager.

The Motion to amend the 2017 Bylaws as reviewed was moved by: Jill Skinner and seconded by: Sapna Mahajan

10. SEED GRANT RECIPIENTS –

Jill Skinner, Board member, advised that a few years ago, one of our past Board members very generously donated funds to PQCHC so that we could provide some financial incentive to support the great work that is done in the community throughout the year. In 2020 and 2021, we had many programs benefit from these funds.

The meeting adjourned at 5:45 pm which was followed by a short Board meeting by way of Zoom Conferencing.

The Motion was moved by: Jill Skinner and seconded by: Janet Bowes