

ST. LAWRENCE DISTRICT MEDICAL CENTRE
ANNUAL GENERAL MEETING
JANUARY 20, 2016 – 7:30
Waiting Room, Medical Centre, 1012 Prince Street, Lansdowne

Attendance: (8) Directors: Heather Cross, Andy Graham, Sue Huntley, Leslie Truesdell, Cindy Vorstenbosch, Conrad Walpot, Elizabeth Larocque, Carol Dillman, (9) Regular Members, new or returning: Michelle Casey, MD, John Erb, MD, Russ Larocque, Yolande Lapointe, Keith Burns, Audrey Newell, Joan Trueman, Carl Holtved, Gail Holtved,

1. **CALL TO ORDER:** by the Chair, Heather Cross, 7:30 p.m.

Chair outlined rights to membership and rights to vote.

- Notice of this meeting was given to the general public and directly to those who were members as of the September 2013 AGM.
- In accordance with our By-laws, adults 18 years and older declaring their interest in furthering the objects of the Corporation are entitled to request membership.
- Everyone upon arriving at this meeting was asked to make that declaration in writing, declaring their eligibility and desire for regular membership and thus the right to vote at this meeting.
- The names of all present, all having made and signed the declaration, were read and confirmed as having met the criteria for membership. All of these then have the right to vote at this meeting.

2. **ADOPTION OF AGENDA** – M/S Elizabeth Larocque/Leslie Truesdell, that the agenda be adopted as presented. **CARRIED**

3. **MINUTES OF September 10th, 2013 AGM** – Distributed in advance to those members who attended that meeting. Minutes were not read but meeting was recapped by the Chair.

- Cheque presentation from BMO for \$12,300.
- Dr. John Erb and Ms. Sherri Hudson spoke about the benefits to the community of our affiliation with the Upper Canada Family Health Team.
- Motion approved to dispense with the annual “audit” requirement in favour of an annual reader’s report prepared by an accountant.
- Frank Lanigan was appointed as the accountant to produce the “reader’s report”.
- Progress report on the Fundraising Committee and the Building Expansion .
- Maximum number of directors was increased to ten (10).
- Nine directors were elected, five returning and four new.
- The meeting adjourned at 8:55 p.m.

M/S John Erb/Yolande Lapointe that the September 2013 AGM minutes be approved as circulated. **CARRIED**

4. **RESOLUTION REGARDS MEMBERSHIP IN CORPORATION – BYLAW VI** -- Resolution was circulated to the existing members prior to this meeting,

Whereas we are running events that require ticket purchasers to be 19 years of age or over, be it resolved that under By-law VI, Section 1a, Membership in the Corporation shall be open to all persons 19 years of age and over.

M/S Gail Holtved/Leslie Truesdell...

CARRIED

Whereas 1a states that entitlement requires a candidate for membership to indicate their interest in furthering the objects of the Corporation, be it resolved that such declaration of interest shall be in writing and renewable at each AGM. Should a member or candidate for membership be unable to attend the AGM but wish to continue or commence membership, they may make application to the Board.

M/S Carol Dillman/Sue Huntley...

CARRIED

Under 3 Termination of Membership, By-Law VI – Whereas the By-law currently states that the interest of a member in the Corporation is not transferable and lapses and ceases to exist upon these conditions a) death or dissolution of the member; b) when the member's period of membership expires; c) if at a special or annual meeting of members, a member is removed with the approval of the members present, by special resolution...

Be it resolved that we add item 3d) ***upon failure by a member to renew their declaration of interest in furthering the objects of the Corporation by submitting a signed and dated declaration at or about the time of the most recent AGM.***

M/S Leslie Truesdell/Gail Holtved...

CARRIED

5. **2014 FINANCIAL REPORT** – Andrew Graham, Treasurer distributed and outline the 2014 Financial Reader's Report as prepared by Frank Lanigan.

M/S Andy Graham/Conrad Walpot that the Reader's Report be accepted as presented.

CARRIED

M/S Andy Graham/Gail Holtved that Frank Lanigan be engaged to prepare the year end Reader's Report for 2015.

CARRIED

6. **BUILDING EXPANSION FINANCIAL REPORT** – Treasurer Graham distributed a one page document summarizing the status of the Capital Campaign Income and Expenditures since the campaign launch in 2012, through the completion of the North Wing in 2015.

7. **CHAIRMAN'S REPORT** – Chair recapped the period since the last AGM

- Official ground breaking ceremony for the expansion, July 24, 2014
- Official grand opening, September 20, 2015
- Tonight we are meeting in the facility and displaying our wall of recognition.
- Two directors, Brenda Duffy and Andrew Atkins have since resigned from the board after long and dedicated service.

- Connie Zeran and Gail Holtved have stepped down from their respective subcommittee leadership roles. All of these individuals made significant contributions to the progress of our expansion efforts and we thank them.
- In recent months we appointed Cindy Vorstenbosch, Elizabeth Larocque and Conrad Walpot to our Board by unanimous board approval. All have been actively supportive of the Centre prior to our recruiting them onto the board and all bring new skill sets, talents and experience to the mix.
- Pharmasave opened their new storefront on the lower level, street side. They are still adjusting their hours based on logistics and demand. They tried opening until 6:00 but have now settled on 5:30, five days a week. The Pharmasave brings huge benefits to the patients who can fill a script on their way out the door from a medical appointment and the Pharmasave lease is a significant bonus for the Corporation as we deal with the expansion expenses and debt. They are also wonderful and appropriate tenants for our facility.
- Practitioners and staff have had to deal with the noise and dirt and general chaos of working in a construction site for many months. They have managed the stress of unknowns and distractions and continued to care for their patients in a professional manner throughout. They are to be applauded.
- Renovations to the south wing continue through the donation of labour and progress is accordingly slower.
- The major challenges with the expansion have involved external work to the property. There were drainage issues to address, anticipated but still needing to be dealt with. The facelift to the lower front was more involved and expensive than budgeted when we chose to upgrade insulation values. Issues arose on the west side of the building as we attempted to not only meet accessibility codes but to actually meet them with a functionally user friendly entrance. Simply grading to the entrance level met code but in fact was deemed simply not suitable. Retaining walls and masonry work have added many dollars to the overall cost of the expansion as we dealt with the challenge of dealing with the entrance elevation without sacrificing significant parking space on the west side and allowing for accessible access. The current push is to address the illumination of the lower stairwell until spring when we can trench and bury electrical feeds.
- Working with the present directors has been a pleasure, educational, and a privilege. I thank each of them for all their efforts on your behalf during the past term.

8. ELECTION OF DIRECTORS FOR 2016-2017

Chair explained that the current Board of Directors is now deemed retired. We must now elect the Directors that will serve for the 2016-17 term. Those Directors will, among themselves, determine who will serve as the Executive of the Board. There are to be no nominations or declarations from the floor. The Nominating Committee has put forward the names of the nine Directors, now retired, Lynda Beckstead, Heather Cross, Carol Dillman, Andy Graham, Sue Huntley, Elizabeth Larocque, Leslie Truesdell, Cindy Vorstenbosch and Conrad Walpot. These

nine individuals have met the requirements of membership and have agreed to stand for re-election to the Board.

M/S Gail Holtved/Yolonde Lapoint that the NINE NOMINEES, Lynda Beckstead, Heather Cross, Carol Dillman, Andy Graham, Sue Huntley, Elizabeth Larocque, Leslie Truesdell, Cindy Vorstenbosch and Conrad Walpot be acclaimed as the members of the 2016-2017 Board of Directors with one vacant position on the Board as of this date. **CARRIED UNANIMOUSLY**

The new Board was welcomed by the members.

9. ANNOUNCEMENTS:

Board will be meeting briefly following this meeting.

Chair thanked everyone for coming out and for their interest and support.

10. ADJOURNMENT – Meeting was adjourned, all business completed at 8:05 p.m.

Respectfully submitted,

Heather Cross, President/Chair

Elizabeth Larocque, Secretary