

Algoma

Nurse Practitioner-Led Clinic

Board of Directors
Annual General Meeting of the Members
AGENDA

June 8, 2020

5:00 PM

Zoom Conference Call

1. Welcome – Call to Order
 - a. Note Directors Present
 - i. Note Quorum of Directors Present
2. Approval of Agenda
3. Declaration of Conflict of Interest
4. Finance Committee
 - a. Presentation of the Auditor Report for the year-ended 2019-2020
 - i. Discussion
 - ii. Motion
 - b. Appointment of the Auditor for 2020-2021 Fiscal Year
 - i. Discussion
 - ii. Motion
 - c. Treasurers Report
 - i. Discussion
 - ii. Motion
5. Approval of Previous AGM Minutes – June 10, 2019
6. Report of the Nominating Committee
 - a. Election of Directors
 - i. Discussion
 - ii. Motion

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7. Board Resolutions
 - a. Approval of any changes to By-Laws
 - i. Discussion
 - ii. Motion (2/3 of Members required)
 - b. Approval of any changes to Policies
 - i. Discussion
 - ii. Motion

8. Report of the Chair
 - a. Discussion
 - b. Motion

9. Adjournment

Audit Report Meeting – Friday June 5th, 2020

Present: Karli Chiarello (auditor), Stephen Hussey, Alana D'Angelo

Absent: Wendy Payne, Dominic Noel

The meeting was held to discuss the audit report before the AGM.

The auditor went over the report. There were no special findings with the report, it was similar to previous years.

The auditor stated that there is still money to be paid back to the ministry for previous years. Staff is waiting for ministry confirmation on what is actually owed.

It was suggested that the wording of the contribution to the SAH be described as such (vs using the word Donation). It was also suggested that the \$50,000 contribution to the SAH COVID Assessment Centre be removed from expenses and the word expenditure be used as the \$50,000 is not an expense of the Clinic. A subtotal of all Clinic expenses would be presented and this contribution be shown under that with a total for expenditures.

The Treasure asked the Auditor the following:

- Are there any Management Letter Points - reply - none
- Are there any unadjusted differences - reply - none
- Were there Any issues with Clinic Management - none
- What is the status of the tax returns - reply - they are drafted and will be completed for signature at a later date
- The representation letter - will be forwarded at a later date for signature

The auditor will present the report to the whole board at the AGM on Monday, June 8, 2020.

ONTARIO REGULATION 107/20

made under the

EMERGENCY MANAGEMENT AND CIVIL PROTECTION ACT

Made: March 30, 2020 (6:00 pm) Filed: March 30, 2020
Published on e-Laws: March 31, 2020

Printed in The Ontario Gazette: April 18, 2020

ORDER UNDER SUBSECTION 7.1 (2) OF THE ACT - MEETINGS FOR CORPORATIONS

Whereas an emergency was declared pursuant to Order in Council 518/2020 (Ontario Regulation 50/20) on March 17, 2020 at 7:30 a.m. Toronto time pursuant to section 7.0.1 of the *Emergency Management and Civil Protection Act* (the "Act");

And Whereas the criteria set out in subsection 7.1 (2) of the Act have been satisfied;

Now Therefore, this Order is made pursuant to subsection 7.1 (2) of the Act, the terms of which are set out in Schedules 1 and 2;

And Further, this Order applies generally throughout Ontario;

And Further, this Order is retroactive to March 17, 2020.

**SCHEDULE 1
CORPORATIONS ACT**

Meeting by Electronic Means, Members' and Shareholders' Meetings

1. The operation of section 125.1 of the *Corporations Act* is temporarily suspended and the following replacement provisions are in effect during the temporary suspension period only:

Meeting by electronic means, all corporations

125.1 (1) Despite any provision in the letters patent, supplementary letters patent or by-laws of a corporation that provides otherwise, a meeting of the members or shareholders of a corporation may be held by telephonic or electronic means and a member or shareholder who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of this Act to be present at the meeting.

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Board of Directors AGM Meeting Minutes

June 10, 2019

Time: 5:00 p.m.

Algoma NPLC Boardroom

Present:

Wendy Payne
Christena Laitinen
Doug Abbott

Giulian Diluzio
Stephen Hussey

Cathy Nichols
Brenda Warnock

Staff:

Dominic Noel

Ashley Gearing (Recording Secretary)

Guests:

Kristy Aloe

Regrets:

Lyndsay Suurna

Call to Order

Wendy called the meeting to order at 5:02pm – quorum of board members present.

Call for Expressions of Conflict of Interest

None declared.

Approval of Agenda

Motion to approve the agenda as presented.

Motion Moved; Seconded and Carried

Presentation of the Auditor

Kristy Aloe from Joe Ruscio Professional Corporation was present to give a report on the audit findings from the 2018-2019 financial statements. Kristy reviewed the letters and the statements and reported the auditor declared a clear opinion. The Balance sheet was reviewed line by line as well as the statement of operations and the net assets.

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Motion to approve the March 31, 2019 audited financial statements and audit report as presented.

Motion Moved; Seconded and Carried

Motion to appoint Joe Ruscio Professional Corporation as the auditor for the Algoma Nurse Practitioner-Led Clinic for the 2019-2020 fiscal year, as we have agreed previously on a 5 year service contact (renewable annually) with Joe Ruscio Professional Corporation signed in 2017 and we have been satisfied with their service.

Motion Moved; Seconded and Carried

Treasurers Report

Giulian had nothing further to add to the presentation from the auditor. As this is Giulian's final meeting on the board, he was given a gift and thanked for his time and dedication not only as a member of the board but also as the treasurer.

Approval of Previous AGM Minutes

Motion to approve the June 25, 2018 AGM meeting minutes as presented.

Motion Moved; Seconded and Carried

Nominating Committee

The report of the nominating committee was presented at the last board meeting May 13, 2019.

Christena advised the board that there are no new candidates or nominations at this time and if anyone has any nominations to please let the nominating committee know.

The board will now consist of 7 members. Brenda and Lyndsay have agreed to renew their terms for another 3 years. Cathy has agreed to renew for 1 more year. Wendy has agreed to be the Board Chair for 1 more year.

Motion to accept Brenda Warnock and Lyndsay Suurna renewing their terms for 3 years.

Motion Moved; Seconded and Carried

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Motion to accept Cathy Nichols renew her term for 1 year.
Motion Moved; Seconded and Carried

Motion to accept Wendy Payne as Board Chair for 1 year.
Motion Moved; Seconded and Carried

Board Resolutions

The By-Laws and the Board Policies were reviewed and no changes will be made.

Report of the Chair

A report was presented with the Chair highlighting key points from the past year.

Motion to accept the Chair's report as presented.
Motion Moved; Seconded and Carried

Adjournment

Motion to adjourn at 5:40pm

Wendy Payne, Board Chair

Date of Approval

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of Algoma Nurse Practitioner-Led Clinic.

CONTENTS OF ARTICLES

One – Interpretation
Two – Business of the Clinic
Three – Directors
Four – Officers
Five – Executive Committee
Six – Other Committees
Seven – Protection of Directors and Officers
Eight – Members
Nine – Meetings of Members
Ten – Notices
Eleven – Auditors
Twelve – Amendments
Thirteen – Effective Date

BE IT ENACTED as a by-law of the Clinic as follows:

ARTICLE ONE INTERPRETATION

1.01 Definitions. In this by-law and all other by-laws and special resolutions of the Clinic, unless the context otherwise required;

"Act" means the Corporations Act of Ontario, and any Act that may be substituted for it, as from time to time amended;

"Associate" means any person who is connected to a staff member of the clinic in a close personal or professional relationship

"Board" means the board of directors of the Clinic;

"By-laws" means this by-law and all other by-laws of the Clinic from time to time in force and effect;

"Clinic" means the Algoma Nurse Practitioner-Led Clinic;

"Director" - means an individual who has been elected to the board;

"Meeting of Members" includes an annual meeting of members and a special meeting of members.

"Members" mean persons participating on the board of directors of the clinic

"Officer" means the person acting in the Office of one of the following, Chair, Vic-Chair, Secretary or Treasurer

1.02 Interpretation. Words referring to the singular number include the plural and vice versa; and words referring to persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE TWO BUSINESS OF THE CLINIC

2.01 Head office. The head office of the Clinic shall be in the City of Sault Ste. Marie, in the District of Algoma.

2.03 Financial year. The financial year of the Clinic shall end on the last day of March in each year.

2.04 Execution of documents. All cheques, drafts or orders, deeds, transfers, assignments, contracts, obligations, certificates and other documents may be signed on behalf of the Clinic by any two officers or persons from time to time appointed by the board

2.05 Banking arrangements. The banking business of the Clinic shall be transacted with such banks, trust companies or other firms or corporations chartered under The Bank Act as the board may from time to time designate or authorize. Banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as prescribed by the board.

ARTICLE THREE DIRECTORS

3.01 Number of directors. The affairs of the Clinic shall be managed ;by a board composed of (*omit* nine (9) and change to **seven (7)**) directors and will endeavour to include (*omit* three (3)) nurse practitioners (retired or active) elected in accordance with Article 3.02.

3.02 Elected directors. Subject to Article 3.05, directors shall be elected from among the members of the corporation.

3.03 Quorum. A quorum for the transaction of business at meetings of the board shall be a majority of the directors of record. Decisions of the board shall be made by a simple majority of those voting.

3.04 Qualifications. Every director shall;

- a) be eighteen (18) or more years of age
- b) not be an undischarged bankrupt
- c) not have a criminal record
- d) not be an employee of the clinic and
- e) not be an associate of a member of the staff of the clinic except by unanimous resolution of the directors of the board present and voting at a meeting of the directors at which quorum has been obtained

3.05 Election and term. The board shall be elected at each annual meeting of members and hold office

until the next annual meeting.

Each director shall be elected to hold office for a three (3) year term, which can be renewed for a further three (3) year term. No member may serve for more than two (2) consecutive terms as a director.

After a period of two (2) years, a former director is entitled to stand for election to the board again. At the time of the annual meeting, all vacancies may be filled.

3.06 Removal of directors. The members may, by resolution passed by at least two-thirds (2/3) majority of the votes cast at a general meeting of members called for the purpose, remove any director before the expiration of her/his term of office and may, by majority vote at that meeting, and in compliance with Article 3.04, elect any person in her/his stead for the remainder of the term.

3.07 Vacation of office. The office of a director shall be vacated upon the occurrence of any of the following events;

- a) if a receiving order is made against her/him or if he makes an assignment under the Bankruptcy Act; (b) by ceasing to be a member of the Clinic
- b) if she/he ceases to be qualified as provided in section 3.04
- c) by resigning her/his directorship by notice in writing
- d) by death or mental incapacity
- e) by removal from office by resolution of the members as provided in section 3.06

In the event that a board member is unable to attend one-third (1/3) of regular meetings in a year, the commitment of the board member will be reviewed by the chair, in consultation with the executive committee. As a consequence the board member may be asked to resign her/his position or Article 3.06 may be implemented.

3.08 Vacancies. Vacancies on the board may be filled for the remainder of the term of office by election by the directors. If no quorum of directors exists, the remaining directors shall call a general meeting to fill vacancies on the board.

3.09 Calling of meetings. Meetings of the board shall be held from time to time at the call of the board or the president or any two directors. Notice of the time and place of every meeting shall be given to each director by mail, facsimile, email or voicemail at least seven (7) days before the meeting is to take place. No notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or signify their consent to such meeting being held.

3.10 First meeting of new board. Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

3.11 Regular meetings. The board may determine a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board setting the place and time of regular meetings of the board shall be sent to each director immediately thereafter.

3.12 Place of meeting. Meetings of the board shall be held at the head office of the Clinic or at any other

place specified in the notice of the meeting. ***Add: During emergency situations virtual meetings including AGM will be allowed.***

3.13 Chairperson. The Chair or, in her/his absence, a vice chair who is a director shall be chairperson of any meeting of directors. If no such officer is present, the directors present shall choose one of their numbers to be chairperson.

3.14 Votes to govern. At all meetings of the board every question shall be decided by a majority of the votes cast.

3.15 Right to vote. At any meeting of directors every person shall be entitled to vote who is a director.

3.16 Casting vote. In case of an equality of votes at any meeting of directors either upon a show of hands or upon a poll, the chairperson of the meeting shall be entitled to an additional or casting vote.

3.17 Remuneration. The directors shall serve without remuneration. The board may authorize the payment of pre-approve expenses to a director for attendance at pre- approved meetings, which are related to the performance of her/his duties as a director.

ARTICLE FOUR OFFICERS

4.01 Officers. The officers shall be the chair, vice chair, secretary and treasurer. Officers must be directors. These officers shall constitute the executive committee

4.02 Election of officers. Immediately following the annual meeting, the board shall convene its first meeting for the purpose of appointing from among its members, officers to fill any vacancies. All officers will be appointed for a term of two (2) years in that office. Any vacancy in an office shall be filled by a majority vote of the board, from among its members.

4.03 Appointment of other officers. The board may appoint such other officers as it considers necessary and all such officers shall have the authority and perform the duties from time to time prescribed by the board.

4.04 Chair. The chair shall preside at all meetings of the board and the Executive Committee.

4.05 Vice Chair. The vice chair shall perform such duties as assigned and during the absence or disability of the president, the vice chair shall perform all duties of the president.

4.06 Secretary. The secretary shall attend and keep an accurate record of the proceedings of all meetings of the board and executive committee.

4.07 Treasurer. The treasurer shall;

- a) keep full and accurate books of account including records of all receipts and disbursements of the Clinic
- b) make reports of receipts and disbursements to the board as determined
- c) oversee the custody of the funds of the Clinic, in accordance with fiscal policies

d) render to the board whenever required an account of all his transactions as treasurer and of the financial position of the Clinic.

4.08 Variation of duties. From time to time the board may add to the duties of any other officer and may vary or limit such additional duties. From time to time the board may vary, add to or limit the powers and duties of any officer.

4.09 Agents and attorneys. The board shall have power from time to time to appoint agents or attorneys for the Clinic with such powers of management or otherwise as may be thought fit.

ARTICLE FIVE EXECUTIVE COMMITTEE

5.01 Constitution. The chair, vice chair, secretary and treasurer shall form the executive committee. The board may fill vacancies in the executive committee by election from among its members.

5.02 Powers. During the intervals between the meetings of the board, the executive committee may exercise (subject to any regulations such as the board may from time to time impose) all the powers of the board in the management and direction in the affairs and business of the Clinic, which shall be taken in the best interest of the Clinic. When it is not feasible for the executive board members to meet in person or by teleconference, email polling and/or electronic voting may be used.

5.03 Procedures. Executive board members may attend meetings in person or by electronic means in exceptional circumstances. The executive committee shall keep minutes of its meetings in which shall be recorded all actions taken. These minutes shall be submitted to the board at its regular meetings.

5.04 Quorum. At any meeting of the Executive Committee, a quorum shall be the majority of its members of record.

5.05 Place of meeting. Meetings of the executive committee may be held at the head office of the Clinic or at any other place specified in the notice of the meeting.

5.06 Other directors present. Each director shall be entitled to speak, but not to vote, at any meeting of the executive committee at which she/he is present. Only members of the executive committee are entitled to notice of any meeting of the executive committee.

ARTICLE SIX OTHER COMMITTEES

6.01 Other committees. The board or the executive committee may determine and appoint such other committees for such other purposes as determined from time to time by resolution.

6.02 Terms of reference. Each committee will work under the terms of reference that will outline the chair of the committee and meeting schedule along with duties of the committee.

6.03 Committee minutes. Minutes of all committee meetings shall be taken and include all recommendations, motions and decisions. The minutes will be circulated to the members of the committee and board of directors once approved.

ARTICLE SEVEN PROTECTION OF DIRECTORS AND OFFICERS

7.01 Limitation of liability. No director or officer of the Clinic shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Clinic through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Clinic, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Clinic shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Clinic shall be deposited, or for any loss occasioned by any error of judgment or oversight on her/his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of her/his office or in relation thereto unless the same are occasioned by her/his own willful neglect or default.

7.02 Indemnity. Every director and officer of the Clinic and her/his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Clinic from and against;

- a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her/him in or about the execution of the duties of his office; and
- b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Clinic except such costs, charges or expenses as are occasioned by her/his own willful neglect or default.

7.03 Validity of actions. No act or proceeding of any director or board of directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or board of directors.

7.04 Directors' reliance. Directors may rely upon the accuracy of any statement or report prepared by the Clinic's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

7.05 Insurance. The board of directors shall ensure adequate insurance coverage is obtained to protect property and assets of the clinic in such form as may be determined from time to time and without limiting the generality of the foregoing, shall maintain directors and officers indemnity insurance and insurance to protect the clinic from loss occasioned by the disappearance or destruction of the property as a result of the

dishonesty of staff, community members or board members.

ARTICLE EIGHT MEMBERS

8.01 Members. The number of members of the Clinic shall be limited to *(omit nine (9) and change to seven (7))*, all of whom shall be approved for membership by the board.

8.02 Term of membership. The interest of a member in the Clinic is not transferable and lapses and ceases to exist upon death or upon ceasing to be a member or director by resignation, by removal pursuant to section 3.06 or otherwise in accordance with the by-laws of the Clinic.

ARTICLE NINE MEETINGS OF MEMBERS

9.01 Annual meetings. The annual meeting of the members shall be held within ninety (90) days of the fiscal year end, for the purpose of;

- a) receiving the reports and statements required by the Act to be placed before the annual meeting
- b) electing directors
- c) appointing auditors
- d) the transaction of such other business as may properly be brought before the meeting.

9.02 Special meetings. The board, chair, or any four directors shall have power to call a special meeting at any time.

9.03 Place of meetings. Meetings of members shall be held at the head office of the Clinic or elsewhere in Ontario. ***Add: During emergency situations virtual meetings including AGM will be allowed.***

9.04 Notice of meetings. Notice of the time and place of each meeting of members shall be given by telephone, email, or facsimile, with not less than seven (7) days' notice. Notice of a special meeting of directors shall state the general nature of the business to be transacted.

9.05 Meetings without notice. A meeting of members may be held at any time and place without notice if all the members entitled to vote are present in person or if those not present consent to such meeting being held. At such meeting any business of the Clinic may be transacted.

9.06 Chairperson and Secretary. The chair or, in her/his absence, a vice chair who is a director of the Clinic shall be chairperson of any meeting of members. If no such officer is present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairperson. If the secretary of the Clinic is absent, the chairperson shall appoint some person, who need not be a member, to act as secretary of the meeting.

9.07 Persons entitled to be present. The only persons entitled to attend a meeting of members are those entitled to vote and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be

admitted only on the invitation of the chairperson of the meeting or with the consent of the members present.

9.08 Quorum. A quorum for the transaction of business at any meeting of members shall be a majority of members of record.

9.09 Right to vote. At any general meeting of members every person shall be entitled to vote who is at the time of the meeting is entered in the books of the Clinic as a member. Members must be present in person or electronically for discussions of motions and voting. Email voting in between general meetings will not be permitted. At any meeting every question shall be determined by the majority of the votes duly cast on the question.

9.10 Votes to govern. At any meeting every question shall be determined by the majority of the votes duly cast on the question.

9.11 Casting vote. In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the chairperson of the meeting shall be entitled to an additional or casting vote.

9.12 Adjournment. The chairperson at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ARTICLE TEN NOTICES

10.01 Method of giving notices. Any notice, communication or document to be given to a member, director, officer or auditor shall be sufficiently given if delivered personally or to the last address recorded in the books of the Clinic or by telephone, email, or facsimile or any other form of communication. The secretary may change the address on the Clinic's books of any member, director, officer or auditor in accordance with any information provided by her/him personally. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when at the time sent.

10.02 Computation of time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included

10.03 Omissions and errors. The accidental omission to give any notice to any director, member, officer or auditor shall not invalidate any action taken at any meeting held pursuant to such notice.

10.04 Waiver of notice. Any member, director, officer may waive any notice required to be given to her/him.

ARTICLE ELEVEN AUDITORS

11.01 Appointment of auditors. The members shall at each annual meeting appoint an auditor to audit the accounts of the Clinic and to act in this capacity until the next annual meeting of the Clinic.

ARTICLE TWELVE AMENDMENTS

12.01 Amendments. By-laws of the Clinic may be enacted, repealed, amended by an affirmative vote of the majority of the members, provided notice of the proposed amendment is included in the notice calling the meeting. No by-law, resolution, or regulation adopted at a general meeting shall invalidate any prior act of the board or of any officer, employee or agent, which would have been valid, if such by-law, resolution or regulation had not been adopted.

ARTICLE THIRTEEN EFFECTIVE DATE

13.01 Effective date. This by-law shall come into force when confirmed by the members in accordance with the Act.

PASSED by the directors of the Algoma Nurse Practitioner-Led Clinic on the 12th day of June, 2017 and

Wendy Payne, Chair

Christena Laitinen, Vice-Chair

Giulian Diluzio, Treasurer

Eric McCooeye, Secretary

Max Liedke

Cathy Nichols

Brenda Warnock

Lyndsay Suurna

Mary-Ann Suraci