



Sandy Hill Community Health Centre

ANNUAL GENERAL MEETING 2023-2024

Wednesday, June 26, 2024

**Meeting held in person at the Sandy Hill Community Health Centre – Board Room
6:00 p.m. – 7:00 p.m.**

Glen Barber – Board Chair and Chair of the AGM
Robin McAndrew – Executive Director
Cristina Coiciu – Executive Assistant and recorder of minutes

Voting members in attendance:	Other guests:
1. Glen Barber	1. Chloé Privat – on behalf of MPP Lucille Collard
2. Doug Bullock (by proxy)	2. Stéphanie Plante – City Councillor
3. Karen Capen	3. Rebecca McKay – Welch LLP
4. David Clements (by proxy)	4. Dean Dewar – Belong Ottawa
5. Didier Delahousse (by proxy)	5. Jessa Ross – Ottawa Food Bank
6. Sonia Granzer	6. Shaju Stephen
7. Noor Hameed	7. Louise Goodman – SHCHC Management
8. Nives Ilic	8. Michelle Spencer – SHCHC Management
9. Hélène Laperriere	9. Wendy Stewart – SHCHC Management
10. George Lobay (by proxy)	10. Josée Anne Gauthier – SHCHC Staff
11. Peggy Lobay (by proxy)	11. Pascale Hough – SHCHC Staff
12. Aynsley Morris	12. Kimberly Sheldrick – SHCHC Staff
13. Hubert Paulmer	
14. Stéphanie Pelletier	
15. Chantal Rioux	
16. Elizabeth Sanderson (by proxy)	
17. Rodney Stehr	
18. Swapna Stephen	
19. Annette Traynor (by proxy)	
20. Jane Waterston	

APPROVED MINUTES

OPENING REMARKS

Mr. Glen Barber, Chair of the Board for 2023-2024, welcomed staff and members of the Sandy Hill Community Health Centre, Inc./Centre de santé communautaire Côte-de-Sable, Inc. (SHCHC/CSCCS), as well as other interested residents of the community and guests to the Annual General Meeting (AGM). Mr. Barber acknowledged the special guest, Ms. Stéphanie Plante, City Councillor for Rideau-Vanier, and invited her to address her remarks to the audience.

LAND ACKNOWLEDGEMENT

The Chair introduced Senator Reta Gordon, Métis Nation of Ontario Elder, who delivered the land acknowledgement.

BUSINESS MEETING

The Chair called the business meeting to order at 6:30 p.m.

1) DECLARATION OF CONFLICT:

Mr. Glen Barber asked the members in good standing to declare any conflict.
No conflict was declared.

2) RULES OF ORDER AND ELIGIBILITY OF VOTING MEMBERS:

Mr. Barber indicated that the meeting would follow Robert's Rules of Order. He noted that the meeting would be conducted in both official languages, and that, in accordance with the current Corporation's By-law, all members eligible to vote would be asked for oppositions and abstentions only. If no members oppose or abstain, the vote would be recorded as in favour.

In compliance with our By-law requirements for notice (Section 12; Art. 12.03), all members who are in good standing received by email an AGM package that included the agenda, minutes from last year's AGM, the audited financial statements and all the resolutions that would be debated or voted upon.

3) VERIFICATION OF QUORUM:

The Executive Assistant informed the Chair that there were 20 (twenty) corporate members present at the meeting (including proxies) and therefore there was quorum to hold the AGM (more than 10% of the membership, as per section 12.06 from the By-law).

4) APPROVAL OF THE AGENDA:

Mr. Barber asked for a motion to approve the agenda.

It was moved by A.M. and seconded by N.H. to approve the agenda as presented.

ALL IN FAVOUR – CARRIED

5) APPROVAL OF MINUTES OF THE 2022-2023 AGM (JUNE 29, 2023):

Mr. Glen Barber asked for a motion to approve the Minutes of the AGM 2022-2023.

It was moved by S.P. and seconded by H.P. to approve the minutes of the AGM 2022-2023, as presented.

ALL IN FAVOUR – CARRIED

1. SANCTIONING ACTIONS OF THE BOARD OF DIRECTORS FOR 2023-2024

The Board Chair asked for a motion to sanction the actions and decisions of the Board of Directors for the year 2023-2024.

It was moved by K.C. and seconded by N.H. to endorse the motion, as presented.

ALL IN FAVOUR – CARRIED

6) BOARD CHAIR'S REPORT:

Mr. Glen Barber presented highlights of the Board's work over the past year, and acknowledged the contribution of the Staff, Management Team and Executive Director to the achievements of the Centre. He thanked the Board of Directors for their consistent hard work and commitment to the Centre and recognized all their efforts in the success of the events that took place over the past year.

It was moved by K.C. and seconded by N.I. to accept the Board Chair's Report for 2023-2024, as presented.

ALL IN FAVOUR – CARRIED

The Board Chair mentioned that this year, the Annual Report was produced only in electronic format. The link to the Annual Report would be provided to all members after this meeting and posted on the Centre's website.

7) EXECUTIVE DIRECTOR'S REPORT:

Mr. Glen Barber invited Robin McAndrew, the Executive Director of SHCHC, who presented highlights of the Centre's work over the past year and acknowledged the contribution of Staff and Management Team to the achievements of our Centre. The Executive Director thanked the Board Chair and the Board of Directors for their contribution over the past year marked by so many challenges.

It was moved by A.M. and seconded by H.L. to accept the Executive Director's Report for 2023-2024, as presented.

ALL IN FAVOUR – CARRIED

8) TREASURER'S REPORT:

The Board Chair invited Mr. Hubert Paulmer, the Board Treasurer and Chair of the Audit and Finance Committee, to present the report. Mr. Paulmer informed the audience about the activity of the Audit and Finance Committee for the past year, and provided an overview of the financial highlights for the year ended March 31, 2024. The complete audited financial statements for the fiscal year 2023-2024, in both official languages, were included in the package sent prior to the meeting.

The Board Chair asked for a motion to approve the audited financial statements for 2023-2024.

It was moved by H.P. and seconded by K.C. that the members of the corporation approve the audited financial statements of the Sandy Hill Community Health Centre, Inc./Centre de santé communautaire Côte-de-Sable, Inc. for the year 2023-2024, as presented.

ALL IN FAVOUR – CARRIED

9) AUDITOR'S REPORT:

The Board Treasurer invited Ms. Rebecca McKay, representing Welch LLP – Chartered Professional Accountants, the firm which audited and prepared the statements of financial position of the Centre for 2023-2024. Ms. McKay reported that, during auditors' examination, no significant deficiencies in the accounting systems were found, which resulted in a clean audit.

10) APPOINTMENT OF AUDITORS FOR THE FISCAL YEAR 2024-2025

The Board Treasurer asked for a motion to approve the appointment of the firm Welch LLP – Chartered Professional Accountants as the auditors for the fiscal year 2024-2025 and approve the audit fee of \$23,785 (plus taxes).

It was moved by H.P. and seconded by S.P. to approve the appointment of Welch LLP – Chartered Professional Accountants as the auditors for the fiscal year 2024-2025, with the audit fee of \$23,785 plus taxes.

ALL IN FAVOUR – CARRIED

11) ANNUAL REVIEW OF THE SHCHC BY-LAW NO. 1

The Board Chair invited Ms. Karen Capen, the Board Secretary, who presented the Board of Directors' recommendation to approve the proposed changes to the SHCHC By-law No. 1. All additions and changes were endorsed by legal counsel and were in accordance with the Ontario Not-for-Profit Corporations Act.

It was moved by K.C. and seconded by N.H. to approve the recommendation, as presented.

ALL IN FAVOUR – CARRIED

12) RESTATED ARTICLES OF INCORPORATION

The Board Secretary presented the Board of Directors' recommendation to approve the restated Articles of Incorporation, as revised by legal counsel and in accordance with the Ontario Not-for-Profit Corporations Act.

It was moved by K.C. and seconded by A.M. to approve the recommendation, as presented.

ALL IN FAVOUR – CARRIED

13) ELECTION OF THE BOARD OF DIRECTORS:

The Board Chair invited the Board Secretary to explain the Board election process. M. Karen Capen reported that there were eleven (11) individuals nominated to fill eleven (11) positions on the Board of Directors, and she invited the audience to refer to their short biographies included in the AGM package. The Board of Directors, at their meeting on June 19, 2024, approved the following slate for the AGM:

1. Sonia Granzer – election
2. Nives Ilic – election
3. Gayatri Jayaraman – election
4. H  l  ne Laperriere – election
5. Aynsley Morris – election
6. St  phanie Pelletier – re-election
7. Chantal Rioux – election
8. Kyle Robinson – election
9. Elizabeth Sanderson – re-election
10. Rodney Stehr – election
11. Swapna Stephen – election

In addition to the above, five (5) Board members were elected last year and were continuing their term: Glen Barber, Karen Capen, David Clements, Noor Hameed, Hubert Paulmer.

Mr. Glen Barber asked for a motion to approve the Board slate, as presented.

It was moved by K.C. and seconded by H.P. to approve the Board slate, as presented.

ALL IN FAVOUR – CARRIED

The Board Chair welcomed the new and returning Directors and invited all Board Members to attend a very brief meeting at the end of this AGM, for the election of the Executive Officers.

14) OTHER BUSINESS:

1. Recognition of Outgoing Board Members

The Board Chair thanked the Board Directors who ended their terms: Mr. Yvan Albert, who completed one term; Mrs. Letitia Charbonneau, who completed one term and a half; and Annette Traynor, who completed one term.

2. Recognition of Staff Representatives on the Board

The Executive Director acknowledged and thanked Marie-Elise Blais, who served as Staff Representative on the Board for the past two years.

3. Recognition of Staff for Years of Service

The Executive Director conducted the formal acknowledgment of the staff members who, this year, turned 5, 10, 15, 20, and 25 years of dedicated service at the Centre:

<u>For 5 years of service:</u> <ul style="list-style-type: none">- Stephanie Cyr- Melanie Gagnon- Nicole Giroux- Amanda Gunn- Salma Hagi-Aden- Stephan Kolotylo- Yvonne McLeod- Maria Osorio- Lisa Quesnel- Sophie Schoen- Claire Scott- Katherine Soobrian- Lauren Tayles	<u>For 10 years of service:</u> <ul style="list-style-type: none">- Louise Goodman- Brodie Ramin- Melissa Rukundo- Michelle Spencer <u>For 15 years of service:</u> <ul style="list-style-type: none">- Meeka Cattran- Boon Keong Ong- Terra Larence- Christine Mercer- Catherine Nesbitt	<u>For 20 years of service:</u> <ul style="list-style-type: none">- Cristina Coiciu- Shelley Reid- Mark Reiter <u>For 25 years of service:</u> <ul style="list-style-type: none">- Roxanne Racette
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The Board Chair officially acknowledged Robin McAndrew for 30 years of dedicated service at the Centre.

15) ADJOURNMENT OF BUSINESS MEETING:

The Board Chair called for any other business items.

There being no further business, it was moved by A.M. that the meeting be adjourned.

ALL IN FAVOUR – CARRIED

Meeting adjourned at 7:00 p.m.