

**ANNUAL GENERAL MEETING
OF THE MEMBERS OF THE CORPORATION**

Thursday, June 25, 2020

1250 – 1255 hours

Audio Number: 1-855-344-7722 7673253#

Video link: <https://zoom.us/j/95903797971>

1.		Call to Order, Confirmation of Notice, Quorum and Agenda Approval	D. O'Toole
2.	*	Minutes of the Annual General Meeting held June 10, 2019	D. O'Toole
3.	*	Confirmation of KHSC Corporate Bylaw Amendments	B. Hunter
4.	**	Election of Directors for 2020-21	B. Hunter
5.		Receive Audited Financial Statements for Year ended March 31, 2020	A. Thesberg
6.		Appointment of Auditor	D. O'Toole
7.		Termination	

*attachment

**briefing note to follow at meeting

ANNUAL GENERAL MEETING OF MEMBERS' OF THE CORPORATION: JUNE 25, 2020

The Annual General Meeting of the Members of the Corporation of the Kingston Health Sciences Centre was held on Thursday, June 25, 2020, from 1250 to 1255 hours. For staff members attending in person, the meeting was held at the HDH site in the Henderson Board Room, Sydenham 2. The Board Chair and Secretary determined, in advance of the meeting, that it was important to hold this year's AGM by videoconference in light of the government's directives for self-isolation and social distancing in response to the COVID-19 pandemic. The following are the open minutes.

Elected Members Present by videoconference (voting): Alan Cosford, Anne Desgagnes, Brenda Hunter, Michele Lawford, Emily Leslie, David O'Toole (Chair), David Pattenden and Axel Thesberg.

Ex-officio Members Present by videoconference (voting): nil.

Ex-officio Members Present (non-voting): Dr. David Pichora.

Regrets: Cheryl Doornekamp, Dr. Peggy DeJong, Dr. Mike Fitzpatrick, Sherri McCullough, Mike McDonald, Dr. Richard Reznick, Glenn Vollebregt and Sandy Wilson.

Administrative Staff in person: Rhonda Abson (Recording Secretary) and Troy Jones.

1.0 CALL TO ORDER, CONFIRMATION OF NOTICE, QUORUM, AGENDA APPROVAL

David O'Toole called the Annual General Meeting of Members to order, confirmed quorum and noted that the agenda materials were distributed on June 22, 2020.

Moved by Sherri McCullough, seconded by David Pattenden:

THAT the AGM agenda be approved as circulated.

CARRIED

2.0 MINUTES OF ANNUAL GENERAL MEETING HELD JUNE 10, 2019

A copy of the draft minutes from the June 2019 annual general meeting of the Members were circulated in advance of the meeting.

Moved by Alan Cosford, seconded by Axel Thesberg:

THAT the annual general meeting of the Members of the Corporation held on June 10, 2019 be approved as circulated.

CARRIED

3.0 CONFIRMATION OF KHSC CORPORATE BYLAW AMENDMENTS

The KHSC Board of Directors approved amendments to the Bylaws of the Corporation at its meeting held on October 21, 2019 as outlined in the briefing note provided to the Members in advance of the AGM.

Moved by Michele Lawford, seconded by Anne Desgagnes:

THAT, as approved by the KHSC Board of Directors at their October 21, 2019 Board meeting, the following amendments as outlined in the briefing note dated June 17, 2020 to the KHSC Corporate Bylaw are hereby confirmed:

Article 4.1 Composition of Board

Article 4.6 Election and Term

Article 4.8 Maximum Terms

CARRIED

4.0 ELECTION OF DIRECTORS

At the KHSC Board meeting held on June 25, 2020, the board slate was presented. The Chair confirmed that Brenda Hunter, Chair of the Governance Committee was available to answer any further questions.

Moved by Sherri McCullough, seconded by Brenda Hunter:

THAT the number of Directors of the Corporation is fixed at 18;

THAT the Members of the Corporation elect the following individuals to serve as the elected members of the KHSC Board until the next annual general meeting:

2018 – 21	2019 – 22	2020 – 23
David Pattenden	Alan Cosford	Michele Lawford
Axel Thesberg	Anne Desgagnes	Sherri McCullough
Glenn Vollebregt	Brenda Hunter	(Current vacancy)
Sandy Wilson	Emily Leslie	(David O'Toole)

THAT the Members of the Corporation confirm the following ex officio positions to hold office until their respective successors have been appointed:

President and CEO	David Pichora
Chief of Staff	Mike Fitzpatrick
Chief Nursing Executive	Mike McDonald
Principal's Rep Queen's	Jane Philpott
President, MSA	Sonal Varma
UHKF Board Cross Appointee	to be provided by UHKF

CARRIED

5.0 AUDITED FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2020

The Chair confirmed that the audited financial statements for the year ending March 31, 2020, were approved by the KHSC Board of Directors at their meeting held earlier in the day. The Chair invited a motion for the Members of the Corporation to receive the financial statements.

Moved by Axel Thesberg, seconded by Alan Cosford:

THAT the approved audited financial statements and accompanying Notes to the statements and the related unaudited management discussion and analysis for the year ended March 31, 2020, be received.

CARRIED

6.0 APPOINTMENT OF THE AUDITOR

The Chair the invited a motion for the Members of the Corporation to approve the appointment of KPMG.

Moved by Alan Cosford, seconded by David Pattenden:

THAT the Members of the Corporation approve the reappointment of KPMG as the auditors of the Corporation for Fiscal 2021.

CARRIED

5.0 TERMINATION

The meeting terminated at 1255 hours on motion of Emily Leslie.

David O'Toole
Chair