

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

Monday, June 20, 2022

1815 - 1820

Zoom link: <https://kingstonhsc-ca.zoom.us/j/83263511295>

1.		Call to Order, Confirmation of Notice, Quorum and Agenda Approval	A. Thesberg
2.	*	Minutes of the Annual General Meeting held June 21, 2021	A. Thesberg
3.		Election of Directors for 2022-23	B. Hunter
4.		Receive Audited Financial Statements for Year ended March 31, 2022	A. Cosford
5.		Appointment of Auditor	A. Thesberg
6.		Termination	

*attachment

ANNUAL GENERAL MEETING OF MEMBERS' OF THE CORPORATION: JUNE 20, 2022

The Annual General Meeting of the Members of the Corporation of the Kingston Health Sciences Centre was held on Monday, June 22, 2022, from 1825 to 1830 hours. 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 (voting): Alan Cosford, Mélanie-Josée Davidson, Anne Desgagnés, Brenda Hunter, Michele Lawford, Emily Leslie, Sherri McCullough, David Pattenden, Laura Talbot-Allan Axel Thesberg (Chair) and Sandy Wilson.

Ex-officio Members Present (voting): Dr. John Leverette.

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

Regrets: Dr. Lysa Boisse Lomax, Dr. Mike Fitzpatrick and Dr. Jane Philpott.

Staff: Rhonda Abson (Recording Secretary), Amit Bansal, Sandra Carlton, Brenda Carter, Tracey Cuddington, Val Gamache-O'Leary, Chris Gillies, Dr. Steve Smith, Krista Wells Pearce and Tom Zsolnay.

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

Axel Thesberg called the Annual General Meeting of Members to order, confirmed quorum and noted that the agenda materials were distributed on Wednesday, June 15, 2022.

Moved by David Pattenden, seconded by Dr. John Leverette:

THAT the AGM agenda be approved as circulated.

CARRIED

2.0 MINUTES OF ANNUAL GENERAL MEETING HELD JUNE 21, 2021

A copy of the draft minutes from the June 2021 Annual General Meeting of the Members were circulated in advance of the meeting.

Moved by Anne Desgagnés, seconded by Emily Leslie:

THAT the minutes of the Annual General Meeting of the Members of the Corporation held on June 21, 2021 be approved as circulated.

CARRIED

Annual General Meeting of Members of the Corporation: June 21, 2022

Page 2

3.0 ELECTION OF DIRECTORS FOR 2022-23

Brenda Hunter, Chair of the Governance Committee, delivered a brief presentation outlining key decision points in the 2022-23 KHSC Board nominations process.

Moved by Anne Desgagnés, seconded by David Pattenden:

THAT, as recommended by the KHSC Board of Directors, the Members confirm that the number of Directors of the Corporation is fixed at up to twenty (20); and

THAT, as recommended by the KHSC Board of Directors, the following persons have agreed to allow their name to stand to serve as elected directors of the Corporation and to hold office until their respective successors have been duly elected or appointed:

2020-2023
Mélanie-Josée Davidson
Michele Lawford
Sherri McCullough
(vacancy)

2021-2024
David Pattenden
Laura Talbot-Allan
Axel Thesberg
Sandy Wilson
(vacancy)

2022-2025
Alan Cosford
Anne Desgagnés
Brenda Hunter
Emily Leslie
(vacancy)

CARRIED

Moved by Brenda Hunter, seconded by Anne Desgagnés:

THAT, as recommended by the KHSC Board of Directors, the Members confirm that the following ex officio positions will hold office until their respective successors have been appointed:

- President and Chief Executive Officer – David Pichora
- Chief of Staff – Michael Fitzpatrick
- Chief Nursing Executive – Renate Ilse (until July 25, 2022, then Jason Hann)
- Principal of Queen's University or delegate – Jane Philpott
- President, Medical Staff Association – Nazanin Alavi (to be elected June 2, 2022 MSA AGM)
- UHKF Board Cross Appointee – Brent Atkinson

CARRIED

5.0 AUDITED FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2022

The Chair confirmed that the audited financial statements for the year ending March 31, 2022, 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.

Annual General Meeting of Members of the Corporation: June 21, 2022

Page 3

Moved by Alan Cosford, seconded by Laura Talbot-Allan:

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, 2022, be received.

CARRIED

6.0 APPOINTMENT OF THE AUDITOR

The Chair declared a conflict regarding the recommendation to appointment the auditor as he is a retired partner of the firm. Sherri McCullough assumed the Chair and invited a motion for the Members of the Corporation to approve the appointment of KPMG.

Moved by Alan Cosford, seconded by Anne Desgagnés:

THAT the Members of the Corporation approve the reappointment of KPMG as the auditors of the Corporation for Fiscal 2023.

CARRIED

5.0 TERMINATION

The meeting terminated at 1830 hours on motion of Sandy Wilson.

Axel Thesberg
Chair