



**Perley Rideau**

The Perley and Rideau  
Veterans' Health Centre

[www.perleyrideau.ca](http://www.perleyrideau.ca) 1750 Russell Road, Ottawa, Ontario K1G 5Z6 Tel.: (613) 526-7171 Fax: (613) 526-7172

**To: Corporation Members**

**Notice is hereby given** that the 118<sup>th</sup> annual meeting of The Perley and Rideau Veterans' Health Centre Corporation will be held in Lupton Hall at the Perley Rideau, 1750 Russell Road, Ottawa Ontario K1G 5Z6 on **Thursday, June 02nd, 2016 at 14:00 hours**, for the purposes of:

- providing a report on 2015 activities and accomplishments and the evolution of the Perley Rideau;
- receiving and approving the audited financial statements for the year ended December 31, 2015;
- appointing the auditors for the Health Centre until the Annual Meeting 2017;
- re-electing the directors of the Corporation;
- transacting such further and other business as may properly come before the meeting or any adjournment thereof.

Dated this **19th** day of **May 2016**.

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Akos Hoffer, Secretary



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**The 118<sup>th</sup> Annual Meeting  
of The Perley and Rideau Veterans' Health Centre Corporation  
to be held in Lupton Hall  
at The Perley and Rideau Veterans' Health Centre  
on Thursday, June 02nd, 2016 at 14:00 Hours**

**A G E N D A**

1. WELCOME – Akos Hoffer

2. MINUTES – Ronald D. Buck

To approve the minutes of the 117th Annual Meeting of the Corporation held on Thursday, June 04th, 2015 (**Attachment #1**)

3. BUSINESS ARISING FROM THE MINUTES

4. REPORT OF THE CHAIRMAN – Ronald D. Buck

The Chairman will provide a report on 2015 activities and accomplishments and the evolution of the Perley Rideau.

5. REPORT OF THE MEDICAL DIRECTOR – Dr. Benoit Robert

The Medical Director will provide a report on 2015 medical services at the Perley Rideau.

6. REPORT OF THE TREASURER – Robin Sellar

The Treasurer will provide highlights from the 2015 audited financial statements and respond to any questions.

7. ADOPTION OF REPORTS

To move the adoption of the Reports of the Chairman of the Board, the Medical Director, and the Treasurer.

8. APPOINTMENT OF AUDITORS – Robin Sellar

The Treasurer will request approval of Deloitte as the auditors until the Annual Meeting 2017.

9. RE-ELECTION OF DIRECTORS – Susan Fletcher

10. RECOGNITION OF SERVICE
11. ANY OTHER RELEVANT BUSINESS
12. ADJOURNMENT

*Refreshments will be served*

**MINUTES OF THE 117<sup>TH</sup> ANNUAL MEETING OF  
THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE  
HELD ON THURSDAY, JUNE 04, 2015 AT 14:00 HOURS  
IN LUPTON HALL AT THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE**

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**PRESENT:**

Michael Jeffery, Chairman	Charles Lemieux
David Bell	Melanie Macdonald
Kristan Birchard	Terry McEwan
Ron Buck	Robin Sellar
Susan Fletcher	Gordon Stock
Ted Gordon	Margaret Tansey
Carole Guzman	David Walden
Akos Hoffer	Andrée Wylie
Hans Jung	

**ALSO ATTENDING:** 9 Members; 28 Guests

**15/01 WELCOME**

A. Hoffer, CEO welcomed everyone to the 117<sup>th</sup> Annual Meeting of The Perley and Rideau Veterans' Health Centre Corporation. The presence of residents and tenants, representatives of the Veteran Residents Council and Community Residents Council, the Family and Friends Council, the Foundation, as well as members of the Board of Directors and the corporation was noted. Voting procedures during the meeting were explained and guests were reminded of the reception following the adjournment of the business meeting. A. Hoffer introduced M. Jeffery, Chairman.

**15/02 MINUTES**

Minutes of the Annual Meeting of the Corporation held on Thursday, June 05, 2015 were approved as circulated on a **MOTION** by D. Bell, **SECONDED** BY C. Guzman.

**CARRIED**

**15/03 BUSINESS ARISING FROM THE MINUTES**

There was no business arising from the minutes.

**15/04 REPORT OF THE CHAIRMAN – MIKE JEFFERY**

Copies of *The Perley and Rideau Veterans' Health Centre 2014 Community Report* were provided at the meeting. The Chairman's 2014 Annual Report, that provided an overview of the major changes at Perley Rideau that occurred in 2014 and highlighted the Board's principal governance functions, was presented by M. Jeffery, and received.

**15/05 REPORT OF THE MEDICAL DIRECTOR**

The report from the Medical Director was presented by Dr. Benoit Robert, and received.

**15/06 REPORT OF THE TREASURER**

*The Financial Statements of The Perley and Rideau Veterans' Health Centre for Year Ended December 31, 2014* were distributed at the meeting. R. Sellar provided highlights from the audited financial statements, noting that the statements were draft until approved by the corporation.

It was **MOVED** by R. Sellar, **SECONDED** by T. Gordon that the Financial Statements for the twelve month period January 01, 2014 to December 31, 2014 be approved as presented.

**CARRIED**

**15/07 ADOPTION OF REPORTS**

It was **MOVED** by M. Macdonald, **SECONDED** BY M. Tansey that the reports of the Chairman, Medical Director and Treasurer be adopted as presented.

**CARRIED**

**15/08 APPOINTMENT OF AUDITORS**

It was **MOVED** by R. Sellar, **SECONDED** BY R. Buck that the Board of Directors be authorized to appoint the Auditor for the Health Centre, subsequent to the completion of a Request for Proposal Process, to hold office until the end of the next Annual Meeting, at a fee to be determined by the Board of Directors.

**CARRIED**

**15/09 ELECTION OF DIRECTORS**

M. Jeffery, Chairman commented that the bylaws of the Corporation provided that the affairs of the Health Centre will be managed by a Board of Directors consisting of 9 – 18 duly elected persons plus the Chair of the Board of the Foundation as an ex-officio Director. Directors are elected for a three year term and may serve a maximum of ten consecutive years. The number of Directors shall be determined from time to time by the Board.

This year, R. Ghosh resigned from the Board of Directors as a result of his move out of the region. The Board has four Directors whose terms are expiring: **M. Macdonald, S. Fletcher, W. Dickie** and **T. McEwan**. All four are willing to standing for re-election.

The Board was pleased to welcome one new member since the last Annual Meeting of the Corporation: **Gordon Stock** is a Chartered Accountant and a Principal in the Office of the Auditor General of Canada, where he has been since 1988.

It was **MOVED** by S. Fletcher, **SECONDED** by D. Walden that the Election of Directors report be adopted as presented, including that:

- Melanie Macdonald, Susan Fletcher, William Dickie and Terry McEwan be re-elected for a further three-year term; and
- Gordon Stock be elected as a Director for a three-year term.

The Board of Directors of The Perley and Rideau Veterans' Health Centre Corporation for 2015-2016 will therefore be:

David Bell	Charles Lemieux (ex-officio)
Kristan Birchard	Melanie Macdonald
Ron Buck	Terry McEwan
Bill Dickie	Robin Sellar
Susan Fletcher	Gordon Stock
Ted Gordon	Margaret Tansey
Carole Guzman	David Walden
Michael Jeffery	Andrée Wylie
Hans Jung	

**CARRIED**

## **15/10 BYLAWS OF THE CORPORATION**

*The Perley and Rideau Veterans' Health Centre By-Laws as amended June 2013 and By-Law Amendments* were included with the agenda package. The proposed amendments to Item 6, Meetings of the Board, specifically Meetings of the Board, items 6g Confidentiality and 6h, Attendance as well as Duties of Officers, item 7b Secretary were referenced.

It was **MOVED** by T. McEwan, **SECONDED** by K. Birchard that the by-laws of the Corporation be amended as presented.

It was **MOVED** by J. Pitzul, that the Board of Directors withdraw the Motion to approve the proposed by-law amendments and to state the objective of the amendments. In the absence of a **SECONDER**, this Motion did not stand.

### **Discussion**

Citing Members' role in electing the Board of Directors, the participation of honorary Directors at Board meetings and a perceived role for Members to exercise its due diligence related to

Director activity, the proposed amendments that exclude Members from Board meetings and access to minutes of the Board of Directors were opposed by a Member.

M. Jeffery responded that given the evolution to a Seniors Village, the Perley Rideau, largely a publicly funded, not for profit corporation, now has new lines of business that require a somewhat different approach to releasing and disclosing information. A policy on Disclosure of Information was developed and, while the Board continues to seek to be open and transparent on matters of public concern, it also must maintain confidentiality. Legal counsel was sought and advised that Board minutes be protected from those other than Directors, in keeping with other corporation practices. Records of Board Decisions are posted for public viewing on the Perley Rideau website. Any member of the public may request information on any subject, at any time and while the Board will be governed by its policy, it will be as responsive as possible. It was clarified that Directors, Honorary Directors and Adjunct Advisors are required to sign an Oath of Office and Confidentiality declaration annually.

T. McEwan commented that current by-laws provided rights to Members that are an exception to the rule and the proposed amendments, that seek to align the by-laws with standard corporation governance practices, are neither unusual nor extraordinary. The intent is to respect the confidentiality of Board proceedings and to follow the advice of the Perley Rideau's legal counsel.

It was **MOVED** by T. McEwan, **SECONDED** by K. Birchard that the by-laws of the Corporation be amended as presented.

**IN FAVOUR: 17**

**OPPOSED: 1**

**CARRIED**

#### **15/11 RECOGNITION OF SERVICE**

A. Hoffer announced that M. Jeffery was concluding his two-year term as Chairman of the Board but would continue to serve as Past-Chair. A token of appreciation was presented to M. Jeffery along with thanks for his leadership, vision, dedication and diligence as Chairman.

#### **15/12 ANY OTHER RELEVANT BUSINESS**

J. Lupton, former CEO recognized the passing of Dr. Herbert Cosman in January 2015. Dr. Cosman, the former Medical Director of the Perley Hospital and later the Perley Rideau was acknowledged as instrumental to the Civic Hospital's geriatric program. Dr. Cosman was respected and well-liked by residents, families, staff and colleagues and continued as a Member of the Corporation until his death.

#### **15/13 ADJOURNMENT**

It was **MOVED** by R. Bailey, **SECONDED** by S. Fletcher that the meeting be adjourned at 15:15 hours.

**CARRIED**

*Perley Rideau 117<sup>th</sup> Annual Meeting*

*June 04, 2015*

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**Akos Hoffer, Secretary**

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**Michael K. Jeffery, Chairman**

**/jw**