

**MINUTES OF THE 111TH ANNUAL MEETING OF THE
PERLEY AND RIDEAU VETERANS' HEALTH CENTRE CORPORATION
HELD ON THURSDAY, JUNE 04, 2009 AT 13:00 HOURS
IN LUPTON HALL**

Present: Peter Martin, in the Chair
Malcolm Collins
Greg Fougère
Carole Guzman
Michael Jeffery
Mac Johnston
Terry McEwan
Gordon Parker
Jerry Pitzul
Susan Pollak
Jim Smith
Peter Strum

Also Present: 9 Members; 13 Guests

09/01 WELCOME

G. Fougère welcomed everyone to the 111th Annual Meeting of the Perley and Rideau Veterans' Health Centre Corporation.

09/02 MINUTES

The minutes of the 110th Annual Meeting of the Corporation held on Thursday, May 01, 2008 were approved as circulated on a Motion by P. Martin, Seconded by P. Strum.

CARRIED

09/03 BUSINESS ARISING FROM THE MINUTES

There was no business arising from the minutes.

09/04 REPORT OF THE CHAIR OF THE BOARD AND EXECUTIVE DIRECTOR

The report of the Chair of the Board and Executive Director of the Perley and Rideau Veterans' Health Centre was presented by Peter Martin, and received.

09/05 REPORT OF THE MEDICAL DIRECTOR

The report from the medical staff was presented by Dr. Anne Hamilton, Medical Director, and received.

09/06 REPORT OF THE TREASURER

The report of the Auditor and the Financial Statements for the 12-month period (January 1, 2008 to December 31, 2008) were presented by P. Strum on behalf of R. Ghosh, Treasurer, and were received.

It was MOVED by P. Strum, SECONDED by G. Parker that the Financial Statements for 2008 be approved as presented.

CARRIED

09/07 APPOINTMENT OF AUDITORS

It was MOVED by P. Strum, SECONDED by K. Johnson, that KPMG Chartered Accountants be appointed Auditors for the Health Centre until the Annual Meeting 2010, at a fee to be determined by the Board of Directors.

CARRIED

09/08 ADOPTION OF REPORTS

It was MOVED by M. Jeffery, SECONDED by S. Murray, that the reports of the Chairman of the Board and Executive Director, Medical Director, and the Treasurer be adopted as presented.

CARRIED

09/09 ELECTION AND RE-ELECTION OF DIRECTORS

J. Pitzul, Chair of the Governance Committee, reported that the by-laws of the Corporation provide that the affairs of the Health Centre will be managed by a Board of Directors consisting of 9 to 18 duly elected persons plus the Chair of the Board of the Foundation as an ex-officio Director. The number of Directors shall be determined from time to time by the Board.

This year, the Board has achieved relative stability in its membership. One Director, Wendy Tadros, who has provided the Board and the Perley Rideau with three years of service, has resigned. One Director's term is expiring – that of Peter Martin, current Chairman of the Board. He has agreed to stand for election as a Director for a further three-year term and he is eligible to serve as such until 2013.

The Board has been pleased to welcome two new members since the last Annual Meeting of the Corporation:

- Mac Johnston: former editor of the Canadian Legion's national magazine with 38 years experience in journalism and publishing as a reporter, editor, parliamentary correspondent, author and magazine editor and publisher; and
- Terry McEwan: a partner in the law firm of Gowling, Lafleur, Henderson in Ottawa, with 27 years of private law practice in the field of civil litigation, a past Secretary of the Canadian Club of Ottawa and a former member of our Naval Reserve with HMCS Carleton.

Both M. Johnston and T. McEwan wish to stand for election to the Board.

MOVED by J. Pitzul, SECONDED by M. Collins that the Election of Directors be adopted as presented, including that:

- i. Peter Martin be re-elected as a Director for a further three year term; and
- ii. Mac Johnston and Terry McEwan be elected as Directors for a three year term.

CARRIED

The Board of Directors of the Perley and Rideau Veterans' Health Centre Corporation for 2009-2010 will therefore be:

David Bell	Terry McEwan
Malcolm Collins	Gordon Parker
Robin Ghosh	Jerry Pitzul
Carole Guzman	Susan Pollak
Michael Jeffery	Jim Smith
Mac Johnston	Peter Strum
Peter Martin	Andrée Wylie
Gilles Morin (Foundation Chair (ex-officio))	

09/10 APPROVAL OF AMENDED BY-LAWS

The amended *Perley and Rideau Veterans' Health Centre By-Laws* were circulated with the agenda. The amended By-laws were approved by the Board of Directors in February 2009. It was noted that the amended By-laws reduce the number of years a Director may serve, from 12 years to 10. The language used in the By-laws has been simplified, and a legal review of the By-laws has been conducted.

Discussion

The Conflict of Interest section 11 of the By-laws was discussed and clarified.

MOVED by P. Martin, SECONDED by J. Pitzul, that the amended By-laws of the Corporation, enacted by the Board of Directors on February 05, 2009, be ratified and confirmed by Members.

CARRIED

09/11 RECOGNITION OF SERVICE: RETIRING BOARD MEMBERS

Retiring Board member Wendy Tadros was recognized for her service to the Board of Directors. Her contributions to the Governance Committee and the Quality of Life and Safety Committee were acknowledged. P. Martin clarified that as W. Tadros was unable to attend this meeting; a token of the Board's appreciation for her years of volunteer service will be provided to her at a later date.

ACTION

09/12 ANY OTHER RELEVANT BUSINESS

There was no other relevant business.

09/13 ADJOURNMENT

The meeting was adjourned at 13:55 hours.

Peter Martin, Chairman

/dgm