



**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 120<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 07th 2018 at 14:00 hours**, for the purposes of:

- providing a report on 2017-18 activities and accomplishments and the evolution of the Perley Rideau;
- receiving and approving the audited financial statements for the year ended December 31, 2017;
- appointing the auditors for the Health Centre until the Annual Meeting 2019;
- electing and re-electing the directors of the Corporation; and
- transacting such further and other business as may properly come before the meeting or any adjournment thereof.

As prescribed by By-Laws 8.a. and 9.d. of the Corporation, Regular Members of the Corporation are required to pay a \$1.00 annual fee not later than the date of the Annual Meeting. **Failure to pay the annual fee on or before June 07<sup>th</sup>, 2018** shall result in the Regular Member ceasing to be a member of the Corporation, as of the date of the Annual Meeting.

Dated this **18th** day of **May 2018**.

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Akos Hoffer, Secretary



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**The 120<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 07th, 2018 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 119th Annual Meeting of the Corporation held on Thursday, June 01st, 2017 (**Attachment #1**)

3. BUSINESS ARISING FROM THE MINUTES

4. REPORT OF THE CHAIRMAN – Ronald D. Buck

The Chairman will provide a report on 2017-18 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 2017 medical services at the Perley Rideau.

6. REPORT OF THE TREASURER – Robin Sellar

The Treasurer will provide highlights from the 2017 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 2019.

9. ELECTION AND RE-ELECTION OF DIRECTORS – Terry McEwan

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

***Refreshments will be served***

**MINUTES OF THE 119<sup>th</sup> ANNUAL MEETING OF  
THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE CORPORATION  
HELD ON THURSDAY, JUNE 01, 2017 AT 14:00 HOURS IN LUPTON HALL AT  
THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE**

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**PRESENT:**

Ron Buck, Chairman	Mary Ann Lamb
Kris Birchard	Charles Lemieux
Mary Dawson	Terry McEwan
Susan Fletcher	Margaret Tansey
Simon Goulet	Robin Sellar
Mike Jeffery	Gordon Stock
Hans Jung	David Walden

**ALSO ATTENDING:** 17 Members; 19 Guests

**17/01 WELCOME**

A. Hoffer, Secretary and CEO extended welcome to residents, tenants, staff and volunteers, members of the Family and Friends Council, corporate members, donors and Directors of the Board and Foundation. Voting procedures were explained. He noted that in addition to the agenda package, the Perley Rideau 2016 Community Report and audited financial statements were available at the reception desk. He invited everyone to enjoy refreshments at the conclusion of the meeting. He introduced R. Buck, Chair of the Board of Directors.

**17/02 MINUTES**

Minutes of the Annual Meeting held on June 02, 2016 were included with the agenda package and approved as circulated on a MOTION by D. Walden, SECONDED by H. Jung.

**CARRIED**

**17/03 BUSINESS ARISING FROM THE MINUTES**

There was no business arising from the minutes.

**17/04 REPORT OF THE CHAIR**

The Chair's 2016-2017 Annual Report was presented by R. Buck, and received.

**17/05 REPORT OF THE MEDICAL DIRECTOR**

The Medical Director's Report – 2016 was presented by Dr. B. Robert, and received.

**17/06 REPORT OF THE TREASURER**

*Financial statements of The Perley and Rideau Veterans' Health Centre December 31, 2016* were distributed at the meeting. R. Sellar, Treasurer provided highlights from the audited financial statements, noting that the statements are draft until approved by the corporation.

It was **MOVED** by R. Sellar, **SECONDED** by M.A. Lamb that the Financial Statements for the 12 month period January 01, 2016 to December 31, 2016, be approved as presented.

**CARRIED**

**17/07 ADOPTION OF REPORTS**

It was **MOVED** by M. Tansey, **SECONDED** by K. Birchard that the reports of the Chair, the Medical Director and the Treasurer be adopted as presented.

**CARRIED**

**17/08 APPOINTMENT OF AUDITORS**

It was **MOVED** by R. Sellar, **SECONDED** by G. Stock that the Board of Directors be authorized to appoint Deloitte as Auditor for the Health Centre, to hold office until the next Annual Meeting, at a fee to be determined by the Board of Directors.

**CARRIED**

**17/09 ELECTION AND RE-ELECTION OF DIRECTORS**

T. McEwan, Chair, Governance and Planning Committee commented that the by-laws of the corporation provide for a Board consisting of from 9 to 18 duly elected Members. Historically, the number of Directors has fluctuated between 13 to 17. With elections proposed today, the Board will have a complement of 14 Directors.

It was **MOVED** by T. McEwan, **SECONDED** by S. Fletcher that the following individuals be **elected** for a three-year term;

- Mary Dawson
- Simon Goulet

and that the following individuals be **re-elected** for a further three-year term:

- Kris Birchard
- Hans Jung
- Robin Sellar

**CARRIED**

T. McEwan advised that, following this meeting, the Board will appoint an additional 3 members to serve as Directors until their election at the next Annual Meeting.

**ACTION**

## **17/10 AMENDMENT OF CORPORATION BY-LAWS**

Included with the agenda package were:

- *By-Law Amendments Recommendation to Members of the Corporation The Perley and Rideau Veterans' Health Centre Annual Meeting June 1, 2017; and,*
- *The Perley and Rideau Veterans' Health Centre By-Laws - with Tracked Changes*

T. McEwan commented that at the request of the Board, the Governance and Planning Committee had reviewed the by-laws and recommended revisions to clarify the start date of Director's terms of office and to revise the provisions with respect to Regular Members of the Corporation. In the process of this review the Committee also identified the need for a formal resolution regarding the prescribing of membership fees. Amendments to the by-laws, as outlined below in italics, as well as the resolution regarding membership fees, were approved by the Board. T. McEwan commented that while the Board can revise the by-laws, amendments must be ratified by Members of the Corporation by an affirmative vote of two-thirds of Members present.

### **By-law Revisions:**

#### **5. Board of Directors**

##### **d. Term.**

- Directors.** Directors shall be elected at an Annual Meeting for a term not to exceed three years. A Director may stand for election for more than one term; however, no Director may serve more than ten consecutive years *from the earlier of the date the Director was first elected or the date the Director was first appointed*, with the exception of the Chair. The Chair may continue to serve for the remainder of his term, notwithstanding it may take him beyond ten years of service as a Director.

#### **8. Members**

- Fees.** The Board may from time to time by resolution determine membership fees which shall be payable to the Corporation. *A Regular Member shall pay the prescribed fee upon application to become a member and the prescribed annual fee each year not later than the date of the next Annual Meeting of Members. Failure to pay the annual fee not*

*later than the date of the next Annual Meeting of Members shall result in the Regular Member ceasing to be a member of the Corporation effective as of the date of the aforesaid Annual Meeting.*

- b. Regular Members.** A Regular Member shall be a person whose application to the Board for admission as a Member has received the approval of the Board. (**Deleted Text:** *at least 30 days prior to a Meeting of Members and who has paid his annual membership fee*).

**9. Meetings of Members**

- d. Notice.** Notice of any Meeting of Members stating the time, date and the place where it is to be held and the general nature of the business to be transacted thereat, shall be sent by mail postage prepaid, courier or by electronic means to each Member entitled to vote at such meeting, not less than ten or more than 30 days before the meeting. *Notice of the Annual Meeting shall, among other things, inform Regular Members of:*
- i. the amount of the annual fee prescribed by the Board and payable by a Regular Member to continue as a Regular Member;*
  - ii. the requirement that the annual fee be paid by the Regular Member not later than the date of the Annual Meeting;*
  - iii. the fact that failure to pay the annual fee not later than the date of the Annual Meeting shall result in the Regular Member ceasing to be a member of the Corporation effective as of the date of the Annual Meeting.*

It was **MOVED** by T. McEwan, **SECONDED** by S. Goulet that the by-laws be amended as presented.

**CARRIED**

Members were advised that the Board had approved the following resolution regarding corporation membership fees:

***Whereas** the By-Laws provide that the Board may determine the membership fees payable to the Corporation,*

***Now therefore It is Resolved that***

*The membership fees payable to the Corporation shall be as follows:*

- 1. Regular Members**
  - a. Upon initial application to become a Regular Member - \$1.00;
  - b. Annually, at or before the Annual Meeting of Members - \$1.00.
- 2. Life Members** – Upon approval by the Board of an application for Life Membership - \$1.00.

**17/11 RECOGNITION OF SERVICE**

The Chair recognized two Directors who have concluded their service to the Board: D. Bell who retired from the Board in October 2016 and P. Strum who had served as Chair and has now concluded his term as Honorary Director. Appreciation was extended to both D. Bell and P. Strum for their significant contributions to the Perley Rideau.

Also recognized was Charles Lemieux, Chair, Foundation Board who, after many years of service, was completing his time on the Foundation Board this June, 2017; and, R. Quane, Chief Financial Officer, who was retiring at the end of June 2017.

**17/12 ANY OTHER RELEVANT BUSINESS**

Attendees were advised that the Family and Friends Council's Annual Education Event is scheduled for June 8<sup>th</sup>, 2017 from 14h00 to 16h00. The focus of the session will be on Palliative and Therapeutic Harmonization (PaTH).

**17/13 ADJOURNMENT**

There being no additional business the meeting was adjourned at 14h58 on a **Motion** by R. Bailey.

**CARRIED**

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Akos Hoffer, Secretary

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Ronald D. Buck, Chair