

MINUTES OF THE ANNUAL MEETING OF MEMBERS
HOSPICE CARE OTTAWA/SERVICES DE SOINS PALLIATIFS
Wednesday, October 4, 2023
Aberdeen Room, May Court Hospice

1. Call to Order

The meeting was called to order by Benoît Hubert, Chair of the Board of Hospice Care Ottawa (HCO). He acknowledged that the meeting was being held on the traditional unceded territory of the Algonquin Anishinaabe people whose knowledge and culture is respected and valued by HCO. He thanked the many staff and volunteers who had given so much to make the previous year a successful one including the constant and steady leadership of the Senior leadership Team and especially that of Lisa Sullivan the executive director.

Kate Cholewa, Director of Hospice Residence Care lit three candles in honour of those we have cared for, families and loved ones and caregivers (including staff and volunteers) at HCO.

Benoit appointed Ioanna Sahas Martin as Secretary and Scrutineer of the meeting.

2. Quorum

Ioanna reported there were 33 proxy and in-person members. Benoît declared the meeting regularly constituted for the transaction of business.

3. Adoption of Agenda

(Motion 1) Moved by Jocelyne Contant, seconded by Michael Pentland to adopt the meeting agenda. Motion carried.

4. Approval of Minutes of the 2022 Annual Meeting

(Motion 2) Moved by Melissa Salvatore, seconded by Wendy Nicklin that the minutes of the 2022 Annual Meeting of Hospice Care Ottawa, posted on the HCO website, be approved. Motion carried

5. Auditor's Report and Financial Statements for HCO's 2022-23 Fiscal Year

Stephanie Elyea, Treasurer, presented the 2022-2023 Auditor's Report and Financial Statement which had been fully vetted by the Resource Committee and the Board. Despite this being a year with a surplus budget (thanks to one-time funding from the Ontario Government) the financial future of HCO remains challenging. Relevant staff and the Resource Committee continue to have frank conversations about how to prepare for the future. The balance sheet is strong and the Board has implemented a conservative investment strategy.

6. Appointment of Auditors for 2023-2024

(Motion 3) Moved by Stephanie Elyea, seconded by Kathleen Yack that KPMG LLP be appointed as the auditors of Hospice Care Ottawa for the 2023-24 fiscal year. Motion carried

7. Board Member Nominations

Before each of the following nominations the nominees spoke briefly to the meeting.

Motion 4: Moved by Bill Cuff, seconded by Jocelyne Contant that Bruno Carchidi be re-elected to the Board of Directors of Hospice Care Ottawa for a second three-year term. Motion carried.

Motion 5: Moved by Sylvie Lalonde, seconded by Melissa Salvatore that Bill Cuff be re-elected to the Board of Directors of Hospice Care Ottawa for a second three-year term. Motion carried.

Motion 6: Moved by Melissa Salvatore, seconded by John Laframboise that Sylvie Lalonde be re-elected to the Board of Directors of Hospice Care Ottawa for a second three-year term. Motion carried.

Motion 7: Moved by Wendy Nicklin, seconded by Susan Murray that Melissa Salvatore be re-elected to the Board of Directors of Hospice Care Ottawa for a second three-year term. Motion carried.

Benoît congratulated all the newly appointed Directors and thanked Susan Murray for her many years on the HCO Board.

8. Revised By-Laws

Sylvie Lalonde explained that the Articles of Amendment and By-laws had been revised in order to ensure that HCO is in compliance with the *Not-for-Profit Corporations Act, 2010*. Two new articles cover electronic voting and virtual meetings. They had been thoroughly reviewed by the Governance Committee and available to all members on the website.

Motion 8: Moved by Sylvie Lalonde, seconded by Elspeth McEwen that the following motion be approved

(1) ARTICLES OF AMENDMENT

A. The Not-for-Profit Corporations Act, 2010 (Ontario) (the “Act”) came into force on October 19, 2021, and replaced the Corporations Act (Ontario) in governing corporations without share capital.

B. It is in the best interests of the Corporation to amend its letters patent and supplementary letters patent to bring them into conformity with the Act by filing articles of amendment in the form presented to the members (the “Articles of Amendment”).

C. The directors of the Corporation approved the Articles of Amendment, subject to approval by special resolution of the members, on the 19th day of September, 2023.

RESOLVED, as a special resolution, that:

1. the Articles of Amendment are hereby approved;
2. any two (2) directors or officers of the Corporation are hereby authorized and directed to sign all documents, including the Articles of Amendment, with such further amendments as they may determine to be necessary, proper, convenient or desirable to comply with the requirements of any governmental authority having jurisdiction in respect of the Act, without the need for further approval of the directors or the members of the Corporation, and to do on behalf of the Corporation all things necessary, desirable or useful to carry out and

give to effect to this resolution, including the filing of the Articles of Amendment with the Director appointed under the Act; and

3. the directors may revoke this resolution before it is acted on without further approval of the members.

Motion Carried.

Motion 9: Moved by Sylvie Lalonde, seconded by Kathy Yach that the following motion be approved

(2) GENERAL OPERATING BY-LAW

RECITALS:

- A. The Act came into force on October 19, 2021, and replaced the Corporations Act (Ontario) in governing corporations without share capital.
- B. It is in the best interests of the Corporation to update its by-laws to conform to the Act.
- C. The directors of the Corporation approved the General Operating By-law on the 19th day of September, 2023.

RESOLVED, as a special resolution, that:

General Operating By-law, a by-law repealing all previous by-laws of the Corporation, relating to the transaction of the activities and affairs of the Corporation, as enacted by the directors of the Corporation and in the form presented to the members, is hereby confirmed as the by-law of the Corporation to be effective upon the issuance of a Certificate of Amendment by the Government of Ontario under the Act; and

following the effective date, any two (2) directors or officers of the Corporation are hereby authorized and directed to certify a copy of such by-law to be placed in the minute book of the Corporation.

Motion Carried

Benoît thanked Sylvie and members of the Governance committee who worked to ensure the new Articles and By-laws meet the needs of HCO and the new Not-for-profit Act.

9. Executive Director's Report

Lisa Sullivan highlighted the following accomplishments:

- HCO has learned how to manage life with Covid-19
- Numbers of volunteers and clients in the areas
- Reached a Collective Agreement with union members
- Received accreditation from Hospice Palliative Care Ontario
- Moved to a new model for financial services
- Receipt of gifts that are long-lasting and provide more stability

Challenges that remain include:

- the need for vigilance re respiratory illnesses
- staff recruitment and retention
- funding for beds in the East end
- emergency preparedness, including the need for a generator at May Court
- on-going financial stability

10. Special Award

Benoît acknowledged Andrea Matheson, recipient of the *2023 June Callwood Circle of Outstanding Volunteers Award*. He thanked her for her over ten years of service at the Ruddy Shenkman Hospice, including administrative work, residence volunteering and being a gentle team leader.

11. Mayor Mark Sutcliffe

Mayor Sutcliffe joined the meeting by special invitation to present the May Court Club of Ottawa with a proclamation for their 125 years of service. He recalled with appreciation his personal association with hospice during his father's stay there. He went on to thank the May Court Club of Ottawa for their service to the City of Ottawa and declared October 4, 2023 May Court Club of Ottawa 125th Anniversary Day.

12. Guest Speaker Christine Beelen

Christine Beelen, Past President of the May Court Club of Ottawa gave a most interesting talk highlighting their history, years of philanthropy and accomplishments. The Club, which began as a volunteer opportunity primarily for debutantes is now a group of approximately 175 women, many of whom are retired. Their long association with hospice in Ottawa has included providing receptionists, donations of approximately \$5 million and the provision of the Elizabeth Wing of their building as the site for May Court Hospice.

Wendy Nicklin thanked Christine and presented her with a sign "Elizabeth Wing" which will be prominently hung as a reminder of the wonderful association between the Club and Hospice Care Ottawa.

Donna Shields Poë, current President, thanked HCO for their support in marking this special day.

13: Adjournment

The meeting adjourned at approximately 8:30.

Benoît Hubert
President of the Board

Ioanna Sahas Martin
Secretary of the Board