

Algoma

Nurse Practitioner-Led Clinic

Board of Directors Annual General Meeting of the Members MINUTES

June 23, 2014 6:00 pm Algoma Nurse Practitioner-Led Clinic Boardroom

1. **WELCOME** – Debbie called the meeting to order at 6:15pm
 - i. Note Directors Present: Debbie Graystone, Jean Feagan, Max Liedke, Jane Flaxey, Wendy Payne, Justin Reid
Note quorum of Directors present, all members received due notice of the meeting
Staff Present: Ali Pettenuzzo, Sandra Dereski
Guests Present: Mike Marinovich (Auditor)

2. **APPROVAL OF THE AGENDA** – approved the agenda with one change to have the audit presentation first on the agenda.
Moved by: J. Flaxey, Seconded by: J. Feagan
All in favour – carried

3. **DECLARATION OF CONFLICT OF INTEREST** – none declared

4. **APPROVAL OF THE PREVIOUS AGM MINUTES – June 24, 2013**
Motion to approve the minutes as presented
Moved by: J. Feagan by: D. Graystone
All in Favour – carried

5. **Report of the Treasurer (M. Liedke)**
 - i. **Presentation of the Auditor Report (M. Marinovich)**
Mike presented the audit findings report with no significant matters to report along with the financial statements. Motion to approve the audited financial statements for the period ending March 31, 2014
Moved by: J. Flaxey Seconded by: J. Feagan
All in Favour – carried
*note: M. Marinovich left the meeting after his presentation at 6:25pm
 - ii. **Appointment of the Auditor for 2014/2015 fiscal year**
Max informed the board that KPMG's 3 year contract has expired and as such a new RFP for audit services will be put to tender for a 5 year contract in September. Motion to approve the deferral of appointing an auditor for 14/15 and to retender the external audit services for a 5 year contract
Moved by: M. Liedke Seconded by: J. Flaxey
All in Favour – carried

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6. **Report of the President (D. Graystone)**

Debbie presented her annual report of the President. Debbie highlighted the need to continue to lobby the government regarding increases to NP salaries in community positions will be required by the board in the next year.

7. **Report of the Nominating Committee (M. Tasz)**

The nominating committee report was presented by S. Dereski on behalf of M. Tasz who could not be at the meeting.

The committee notified the board that one member would not be renewing her term; the committee would like to recognize and thank R. Angeconeb for her contributions and support to the Board and clinic over the last 3 years.

The committee thanked all board members for their contributions to the discussion thus far. As outlined in the by-laws and terms of reference the committee reviewed their process for selection which includes the use of a skills/qualifications matrix along with planning for future turnover in its processes. The committee reviewed that they are not obligated to discuss all names put forward to the committee with the board; however they are responsible to evaluate all names put forth for consideration and bring forward recommendations to the board. In regards to the question about NP representation, no documentation that explicitly states the number of NP's that must be on the board was found however in the board policies and nominating committee selection criteria it states that NP representation would be considered for board composition and this aligned with the Ministry's requirements as well. The committee also reiterated that much time was spent discussing and researching the board composition and that the recommendation put forward was done with the best interest of the board and clinic in mind and they felt there continues to be excellent NP Leadership on the board. The floor was the open for discussion. A recommendation to the committee was made, that the skills matrix be updated annually and brought to the annual board meeting in February to review the board's current composition.

- i. **Election of Directors** – the board has one vacancy and one nomination has been recommended by the nominating committee. Motion to accept the nomination of Giulian Diluzio to the board for a 3 year term
 Moved by: M. Tasz Seconded by: J. Flaxey
 Vote: All in favour – 5 All opposed – 1
 Motion carried

8. **BOARD RESOLUTIONS**

i. **Review of By-law amendments**

Motion to accept by-law amendments as presented and amended during the meeting discussion (amendments attached).

Moved by: W. Payne Seconded by: J. Feagan
 All in Favour – carried

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9. **ADJOURNMENT**

Moved at 6:44pm by M. Liedke

Recording Secretary: _____
(Jane Flaxey)