

**Minutes of the InspireHealth Society Annual and Special General Meeting of Members
September 15, 2022, 6:32pm – 7:15pm
By video conference**

CALL TO ORDER

The Annual and Special General Meeting of InspireHealth Society was called to order by video conference on this 15th day of September 2022 at 6:32 PM by Kathy McLaughlin who chaired the meeting.

PRESENT

Kathy McLaughlin – Chair	Dr. Robert Woolard – Board Member
Sam Abraham – Board Member	Xiaoling (Jenny) Li – Board Member
Debora Crombie – Board Member	Loveena Chera – Chief Executive Officer
Barbara Estey – Board Member	Dr. Hannah Nette – Director of Clinical Services
Malcolm Griffin – Board Member	Patrick Pele – Director of Finance
Charles Hotel – Board Member	Emily Bressington – Manager of Administration
Gail McBride – Board Member	Faye Wightman - Society Member
Eduarda (Eddie) McWhirter – Board Member	Nancy Mortiffee – Society Member
Stuart Peacock – Board Member	Haely Lindau – Recording Secretary

Proxies have been received from 3 members. There are 13 members present for a total of 16 members represented. Notice having been properly given and a quorum being present, the meeting was declared to be a properly constituted meeting of the Members of the InspireHealth Society.

An Indigenous land acknowledgement was made, the voting procedure was reviewed, and everyone was welcomed. The record notes that the meeting was not recorded. The Chair introduced everyone.

RECEIPT AND APPROVAL OF MINUTES FROM 2021 AGM

The Chair called for a motion to accept THAT the Minutes from the 2021 AGM be accepted as read.

Moved: Gail McBride **Seconded:** Barb Estey **CARRIED:** Unanimous

RECEIPT AND APPROVAL OF THE ANNUAL REPORT

The Chair called for a motion to accept THAT the Annual Report be accepted as read.

Moved: Stuart Peacock **Seconded:** Sam Abraham **CARRIED:** Unanimous

FINANCIAL STATEMENTS

Members received the financial statements of the Society for the period ended March 31, 2022, audited by Baker Tilly. The Board of Directors recommended these financial statements for approval. The Chair asked for a motion to accept the audited financial statements of the Society for the fiscal year ended March 31, 2022.

Moved: Eddie McWhirter **Seconded:** Malcolm Griffin **CARRIED:** Unanimous

AUDITORS

The Board of Directors has recommended THAT the members approve the appointment of the auditing firm, **Baker Tilly**, to audit the financial statements for the year ending March 31, 2023, and THAT the Board of Directors being hereby authorized to fix such remuneration.

Moved: Eddie McWhirter **Seconded:** Charles Hotel **CARRIED:** Unanimous

SPECIAL BUSINESS – BYLAW AMENDMENT

To amend By-law 5.3 Composition of the Board to increase the maximum number of Board members by two. The amended By-Law replacing the previous section 5.3 is: The Board will be composed of not less than five and not more than 14 directors with the actual number being determined by the directors from time to time.

Moved: Sam Abraham **Seconded:** Gail McBride **CARRIED:** Unanimous

ELECTION OF DIRECTORS FOR 2022/2023

The following persons were presented for re-election and ratification as Directors commencing September 2022:

- Sam Abraham (Standing for election for a three-year term)
- Charles Hotel (Standing for election for a three-year term)
- Jenny Li (Standing for election for a three-year term)
- Gail McBride (Standing for election for a three-year term)

The following person was presented for election and ratification as Director commencing September 2022:

- Faye Wightman (Standing for election for a three-year term)

There being no further nominations, The Chair declared nominations closed. The Chair called for a separate motion with respect to each nomination to the Board of Directors. No members demanded a ballot.

On motion duly made, seconded, and carried unanimously, it was RESOLVED:

THAT **Sam Abraham** be elected a director of the Society to hold office for a **three-year** period until the Annual General Meeting of Members of the Society in **2025** or until his successor is duly elected or appointed, subject to the provisions of the Society's Bylaws and the Society Act.

Moved: Gail McBride **Seconded:** Bob Woollard **CARRIED:** Unanimous

On motion duly made, seconded, and carried unanimously, it was RESOLVED:

THAT **Charles Hotel** be elected a director of the Society to hold office for a **three-year** period until the Annual General Meeting of Members of the Society in **2025** or until his successor is duly elected or appointed, subject to the provisions of the Society's Bylaws and the Society Act.

Moved: Bob Wollard **Seconded:** Gail McBride **CARRIED:** Unanimous

On motion duly made, seconded, and carried unanimously, it was RESOLVED:

THAT **Jenny Li** be elected a director of the Society to hold office for a **three-year** period until the Annual General Meeting of Members of the Society in **2025** or until his successor is duly elected or appointed, subject to the provisions of the Society's Bylaws and the Society Act.

Moved: Eddie McWhirter **Seconded:** Barb Estey **CARRIED:** Unanimous

On motion duly made, seconded, and carried unanimously, it was RESOLVED:

THAT **Gail McBride** be elected a director of the Society to hold office for a **three-year** period until the Annual General Meeting of Members of the Society in **2025** or until his successor is duly elected or appointed, subject to the provisions of the Society's Bylaws and the Society Act.

Moved: Bob Wollard **Seconded:** Charles Hotel **CARRIED:** Unanimous

On motion duly made, seconded, and carried unanimously, it was RESOLVED.

THAT **Faye Wightman** be elected a director of the Society to hold office for a **three-year** period until the Annual General Meeting of Members of the Society in **2025** or until her successor is duly elected or appointed, subject to the provisions of the Society's Bylaws and the Society Act.

Moved: Malcolm Griffin **Seconded:** Sam Abraham **CARRIED:** Unanimous

TERMINATION OF MEETING

There being no further business to transact, upon motion duly made, seconded, and carried

unanimously, the meeting was terminated at 7:15 pm.

Moved: Faye Wightman **Seconded:** Sam Abraham **CARRIED:** Unanimous

Kathy McLaughlin, Chair

Gail McBride, Chair of Governance &
Nominating Committee