

**Minutes of the InspireHealth Society Annual and Special General Meeting of Members
September 14, 2023, 6:33pm – 7:25pm
By video conference**

CALL TO ORDER

The Annual and Special General Meeting of InspireHealth Society was called to order by video conference on this 14th day of September 2023 at 6:33 PM by Kathy McLaughlin who chaired the meeting.

PRESENT

Kathy McLaughlin – Chair	Debora Crombie – Board Member
Barbara Estey – Board Member	Malcolm Griffin – Board Member
Euarda (Eddie) McWhirter – Treasurer	Xiaoing (Jenny) Li – Board Member
Faye Wightman - Board Member	Dr. Robert Woollard – Board Member
Loveena Chera – Chief Executive Officer	Sarah Reid - InspireHealth
Dr. Hannah Nette – Director of Clinical Services	Sarah Sayyari - InspireHealth
Christine Weber – InspireHealth	Fatima Farazmand – Society Member
Dr. Arun Garg – Society Member	Khairun Jivani – Society Member
Helen Hesse – Society Member	Brian Josling– Society Member
Gord Milsom – Society Member	Kimber Ritz – Society Member
Bob Weins – Society Member	Haely Lindau – Recording Secretary

Proxies have been received from 3 members. There were 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 2022 AGM be accepted as read.

Moved: Bob Weins

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: Jenny Li

Seconded: Bob Woollard

CARRIED: Unanimous

FINANCIAL STATEMENTS

Members received the financial statements of the Society for the period ended March 31, 2023, 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, 2023.

Moved: Eddie McWhirter

Seconded: Bob Weins

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, 2024, and THAT the Board of Directors being hereby authorized to fix such remuneration.

Moved: Eddie McWhirter

Seconded: Gord Milsom

CARRIED: Unanimous

SPECIAL RESOLUTION – BYLAW AMENDMENT

To amend Part 5 (Directors) of the By-laws by adding the following:

In Part 5:, section 5.4 immediately after the words “directors shall be elected to hold office for a term of 3 years” the following words:

“with an aggregate maximum term of 9 years,” AND

Amend section 5.11 with the addition of a new section 5.11(e) as follows:

Term Limits:

The following term limits will apply for each of the following Executive Roles:

- (i) Chair: 2-year term, renewed annually by the directors with an aggregate maximum term of 4 years;
- (ii) Vice-Chair: 2-year term, renewed annually by the directors with an aggregate maximum term of 4 years;
- (iii) Secretary: 1-year term, renewed annually by the directors with no term limit; and
- (iv) Treasurer: 1-year term, renewed annually by the directors with no term limit.

Moved: Faye Wightman

Seconded: Eddie McWhirter

CARRIED: Unanimous

ELECTION OF DIRECTORS FOR 2023/2024

The following persons were presented for re-election and ratification as Directors commencing September 2023:

- Ms. Debora Crombie (Standing for election for a three-year term)
- Ms. Barb Estey (Standing for election for a three-year term)
- Mr. Malcolm Griffin (Standing for election for a three-year term)
- Ms. Kathy McLaughlin (Standing for election for a three-year term)
- Dr. Robert Woollard (Standing for election for a three-year term)

The following persons were presented for election and ratification as Directors commencing September 2023:

- Mr. Edward (Ted) Bruce (Standing for election for a three-year term)
- Dr. Arun Garg
- Dr. Khairun Jivani

There being no further nominations, The Chair declared nominations closed. No members demanded a ballot.

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

THAT Ms. **Debora Crombie, Ms. Barb Estey, Malcolm Griffin, Kathy McLaughlin, and Robert Woolard** be elected as Directors of the Society to hold office for a **three-year** period until the Annual General Meeting of Members of the Society in **2026** or until his or her successor is duly elected or appointed, subject to the provisions of the Society's Bylaws and the Society Act.

Moved: Faye Wightman

Seconded: Eddie McWhirter

CARRIED: Unanimous

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

THAT Mr. Edward Bruce, Dr. Arun Garg, Dr. Khairun Jivani be elected as Directors 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 or her successor is duly elected or appointed, subject to the provisions of the Society's Bylaws and the Society Act.

Moved: Deb Crombie

Seconded: Jenny Li

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 7:27 pm.

Moved: Deb Crombie

Seconded: Eddie McWhirter

CARRIED: Unanimous

Faye Wightman, Chair

Debora Crombie, Chair of Governance &
Nominating Committee