



**CALGARY WEST CENTRAL P.G. CO.**  
CARRYING ON BUSINESS AS CALGARY WEST CENTRAL PRIMARY CARE NETWORK

**2019 ANNUAL GENERAL MEETING MINUTES**

October 1, 2019 at 6:30 pm  
54th Floor, The Bow, Calgary, Alberta

---

**REGISTERED ATTENDEES**

**CWC P.G. CO. MEMBERS IN PERSON**

Carrie Abrahamson	Jennifer Kavalinas	Venita Ramanna
Emily Ardell	Dena Keashly	Jean Rawling
Jane Ballantine	Christine Kennedy	Sonya Regehr
Scott Beach	Stephanie Kerwin	Brian Sceviour
Lee Bogle	Fauzia Khaliq Kareemi	Saumya Selvaraj
Diogenes Alfredo Bohorquez	Sameena Khan	Mei Fun Seto
Julia Carter	Michael Kroetsch	Kirsty Sloper
Philip Chan	Keith Laatsch	Jasminder Soin
Nicola Chappell	Louise Lalonde	Jodi Steininger
Mihaela Chaudhary	Richard Lam	Robert Stopainig
Helen Cho	Bonnie Larson	Susan Sutton
Monica Chu	Charles Leduc	Sally Talbot-Jones
Alexandra Cole	David Loewen	Thomas Tam
Adina Constantinescu	Nadine Lundgren	Ardythe Taylor
Martin Davies	Angela MacArthur	Peter Thornton
Meghan Dirksen	Glenda MacLean	Shirley Traynor
Jagdeep Doulla	Jennifer MacPherson	Kerri Treherne
Elizabeth Dowbie	Yasmin Majeed	Theresa Truong
Elizabeth Erasmus	Veronica Malhotra	Phillip van der Merwe
Gail Ewasechko	Corinne McDonald	Henrietta Van Rooi
Olaitan Fajimi	Jacqueline McDougall	Brendan Vaughan
Oladeji Falodun	Catherine McKenna	Frances Vettergreen
Zoe Filyk	Shauna Mercer	Shahebina Walji
Christine Fletcher	Melanie Morgan	Li Wang
Michael Forseth	Stephanie Mullin	Stajen Warness
Scott Forsyth	Dilip Nandi	Hannah Welsh
Matthew Galas	Peter Neary	Cheryl Whitehead
Annie Gallie	Antony Ng	Andrew Wong
Chris Gorrie	Rowland Nichol	Elisabeth Woolner
Kamal Gunawardane	Erin Nicholls	William Wu
John Haggblad	Makela Nkemdirim	Mehrnaz Yousefi
Nicole Halasa	Karen Packer	Corinne Zamonsky
Rachel Han	Sandra Peacock	Romuald Zapasnik
Michelle Hart	Roseanne Penner	
Ginette Heeps	Vanda Phillips	
Mahjabeen Hussain	Roosbeh Rahmani	

**CWC P.G. CO. MEMBERS BY PROXY**

Adrienne Weir	Amy Chow	Ben Addleman
Alex Chan	Andy Wong	Brienne Tappay
Allison Denesuk	Annie Yau	Catherine Heimbach
Amanpreet Dhaliwal	Aravind Subramanian	Charlene Kennedy

Christin Hilbert  
Deborah Ferguson  
Deborah Sung  
Doug Thorson  
Emmanuel Schaub  
Emmattee Beeharry  
Faye Sirianni  
Hoorsheed Heydari  
Jaclyn Safran  
Jane Loehr  
Janet Rogers  
Janet Tse  
Jayashree Nandi  
Jennifer Mikhayel  
Jeremy deBruyn  
Jia Hu  
Joel Tappay  
John Coppola  
Joshua Brochu  
Karishma Mehta  
Katrina Kelly  
Kelsey Stearns

Kevin Nguyen  
Kiran Duhra  
Kwan Chin  
Lana Lovo  
Lara Nixon  
Laurie Pereles  
Laurie Ross  
Leslie Chan  
Lisa Retzer  
Lisa Stevenson  
Lori Kardal  
Luis Acevedo  
Luisa Caro  
Manisha Subedi  
Margot McLean  
Maria Botha  
Maria Krzywicka  
Martin Harvey  
Mary Gawlinski  
Matthew Johnston  
Maya Grover  
Michele Moss

Michelle Van Raay  
Nabil Elkabir  
Nancy Love  
Naomi Rittberg  
Natalie Ward  
Owen Yuen  
Petrus Jansen Van Rensburg  
Prabhjot Bedi  
Randall Berlin  
Raymond Tam  
Roopa Lakra  
Rossana Arcega  
Roza Kazemi  
Shaza Abdalla  
Sy Lam  
Tania Lemay  
Zoe Zlot

#### **AHS JOINT VENTURE GOVERNANCE COMMITTEE MEMBERS**

Ms. Jana Ambrogiano

Dr. Mike Spady (regret)

Dr. Brian Cornelson

#### **CWC PCN EMPLOYEES & GUESTS**

Christopher Cameron, Executive Director  
Dr. Rachel Han, Medical Director  
Jon Macpherson, Manager of Governance & Policy  
Lisa Bergerman, Director, Member Services & Engagement  
Brett Tiesmaki, Manager of Communications  
Jovita Dias, Board & Governance Advisor  
Angela Torres, Communications Advisor – Visual & Digital  
Dan James, Communications Advisor  
Sabina Chawla, Physician Liaison  
Courtney Jezersek, Physician Liaison  
Andrew McCorkill, Physician Liaison

Kathleen Douglas-England, Director, Patient Medical Home  
Catherine Newton-Wowryk, Director, Strategic Execution and Project Management Office  
Roma Thomson, Director, Community Services Transitions and Integration  
Gbope Tella, Manager, Finance  
Tracey Ross-Kretschmer, Project & Event Coordinator  
Melissa Raposo, Member Services Coordinator  
Gurjinder Dhillon, Financial Accounting Consultant  
CPA CGA  
Paige Shaw, Catalyst Group (Guest)  
Yvonne Chernier, Outside Legal Counsel (Guest)

### **1. REGISTRATION & WELCOME**

Nicola Chappell, Vice-Chair of the Board, welcomed attendees to the 2019 AGM and outlined the ground rules for the evening to ensure that everyone's time and ability to participate were equally respected.

### **2. CALL TO ORDER**

Board Chair Scott Beach and moderator of tonight's AGM called the meeting to order at 6:50 pm and welcomed those in attendance. The Chair took the opportunity to acknowledge the traditional territories of the peoples of the Treaty 7 Region in Southern Alberta, which includes the Blackfoot First Nation tribes of Siksika, the Pikuni, the Kainia, the Stoney Nakoda First Nations tribes of Chiniki, Bearspaw, and Wesly and the Tsuut'ina First Nation. The City of Calgary is also homeland to the historic Northwest Metis and to Metis Nation of Alberta, Region 3.

## 2.1 INTRODUCTIONS AND ROLE CONFIRMATIONS

The Chair requested that any members of the media or the public in attendance declare themselves as the meeting was closed to the membership and select CWC PCN staff. None were declared.

The Chair then introduced the current members of the CWC P.G. CO. Board of Directors:

- Nicola Chappell, Vice- Chair
- William Wu, Treasurer
- Jagdeep Doulla
- Charles Leduc
- Kerri Treherne
- Theresa Truong
- Jennifer MacPherson
- Barb Unich, External Director
- Wendy Coombs, External Director

Members of the CWC P.G. CO. Joint Venture Governance Committee from Alberta Health Services were introduced:

- Ms. Jana Ambrogiano
- Dr. Mike Spady (regret)
- Dr. Brian Cornelson

Ms. Paige Shaw, representing the PCN's auditor Catalyst Group, and Ms. Yvonne Chenier, the outside legal counsel who assisted with the Articles of Association were introduced as special guest for tonight's AGM.

Christopher Cameron, Executive Director and Dr. Rachel Han, Medical Director of the CWC PCN were introduced, followed by the PCN's Manager of Governance & Policy, Jon Macpherson, who was appointed as Recording Clerk and Robert's Rules Officiant for this AGM. Finally, Jovita Dias, Board & Governance Advisor, was introduced and appointed as Scrutineer for this AGM.

## 3. NOTICE OF MEETING

Prior to the commencement of regular meeting business, the Chair acknowledged physician member in attendance Dr. Phillip van der Merwe who received the Section of General Practice Outstanding Service Award this year, as this award is given to one family physician per year who has made outstanding contributions in support of the mandate of the Section of General Practice and to primary care in general.

Members were reminded that the Notice of Meeting was sent out on August 12, 2019. The Chair informed the membership that the declaration regarding the mailing of the notice of the meeting was available for their inspection and directed the Recording Clerk to annex the Declaration to the minutes of this meeting. See Appendix A: "Declaration of Notice of Meeting."

## 4. SCRUTINEER'S REPORT

Jovita Dias presented the Scrutineer's Attendance Report to the Chair:

- Members present in person: 110
- Proxies received: 73
- Total members present: representing 39% of the membership

The Board Chair announced the Scrutineers report and instructed the Recording Clerk to annex the report to the minutes. See Appendix B: "Scrutineer's Attendance Report."

## 5. CONSTITUTION OF MEETING

Under the Articles of Association of the Network, the quorum for a general meeting is 25% of the members of the Network, present in person or by proxy. The Board Chair declared that quorum was reached, at 6:50 pm and that the meeting was properly called and regularly constituted for the transaction of business.

## 6. APPROVAL OF AGENDA

The 2019 Annual General Meeting Agenda was made available to the membership as part of the AGM package. The Board Chair requested a motion to be made to accept the agenda as presented.

**MOTION** Nicola Chappell moved that the 2019 Annual General Meeting Agenda be accepted by the members as presented; seconded by Scott Forsyth with no further discussion. By formal resolution, the motion was unanimously approved.

## **Motion Carried**

### **7. 2018 AGM MEETING MINUTES APPROVAL**

The 2018 Annual General Meeting Minutes were made available to the membership as part of the AGM package and have been available on the Examiner following last years' AGM. The Board Chair requested a motion to be made to accept the meeting minutes as presented.

**MOTION** Barb Unich moved that the 2018 Annual General Meeting Minutes be accepted by the members as presented; seconded by Betsy Woolner with no further discussion. By formal resolution, the motion was unanimously approved.

## **Motion Carried**

### **8. PRESENTATION OF FINANCIAL STATEMENTS AND AUDITORS REPORT FOR THE YEAR ENDING MARCH 31, 2019**

Board Treasurer William Wu introduced Paige Shaw, a partner with Catalyst Group, the auditors of the Calgary West Central P.G. CO. who presented the summary of the Financial Statements and Auditors Report for the 2018-2019 fiscal year ending March 31, 2019.

The Auditor explained to the membership that the 2018-19 Audited Financial Statements and Annual Report have been previously reviewed and approved by the Board of Directors and Joint Venture Governance Committee. A summary of the annual financial statements was also included in the members' notice of the meeting package distributed this summer.

The Auditor noted that the organization was fully cooperative during the independent audit process and that the organization is being properly managed and is efficient in its resource allocations. Total current assets including cash, prepaid expenses and accounts receivable totaled \$5.1 million for the fiscal year. Total current liability including accounts payable and accrued liabilities totaled \$2.1 million. Accumulated capital contributions reach \$2.9 million with total expenditures equaling approximately \$19.8 million.

The Auditor explained that approximately 70% of resources are being allocated to direct and indirect patient care. The audit opinion was that the financial statements presented fairly in all material aspects of the financial positions of the CWC PCN as there were no significant deficiencies noted in controls and processes.

A member from the floor raised a question pertaining to the single Pharmacist role and it was explained that this Pharmacist works part-time with the Geriatric Nurses on the Senior Services Team at the Primary Care Clinic.

A question from the floor was raised asking why per capita funding was slightly lower than the previous fiscal year. It was explained that it was the final year where unexpended grant dollars from the fiscal years prior to 2017 were clawed back by Alberta Health as per their decision in 2016 to no longer allow PCNs to carry forward surplus dollars. It was noted that while CWC PCN invests most of their funding into direct and indirect patient care, that information between PCNs regarding budget allocations are not shared and therefore CWC PCN cannot know exactly how other PCNs allocate their resources.

A member from the floor acknowledged and appreciated how the financials were graphically displayed to the membership this year.

### **RESOLUTION TO ACCEPT FINANCIAL STATEMENTS AND AUDITORS REPORT FOR FY2018-2019 AS PRESENTED**

The Board Treasurer asked for a motion to approve the Financial Statements of the Network.

**MOTION** Charles Leduc moved that the 2018-2019 audited financial statements and auditor's report of the network be accepted by the members as presented; seconded by Brendan Vaughan with no further discussion. By formal resolution, the motion was unanimously approved.

## **Motion Carried**

## 9. RESOLUTION TO APPOINT THE AUDITORS FOR FY2019-2020

In response to feedback at last year's AGM, the Board issued a Request for Proposal inviting qualified accounting firms to submit service proposals. Following an interview process, the Board appointed Catalyst Group as the new official auditors of the Calgary West Central P.G. CO. in February.

The Board Treasurer called for a motion to appoint the Auditors of the Network for the fiscal year ending March 31, 2020.

**MOTION** Jagdeep Doulla moved that Catalyst Group be appointed as the Auditors of the network to hold office until the next AGM or until their successors are appointed and that the Board be authorized to fix the auditors remuneration; seconded by Cheryl Whitehead with no further discussion. By formal resolution, the motion was unanimously approved.

**Motion Carried**

## 10. BOARD NOMINATIONS

The Chair of the Membership & External Relations Committee, Jennifer MacPherson spoke to the membership regarding Board nominations.

This year, pursuant to the Articles of Association, three Board of Director terms are set to expire. As a result, three directors will be elected to fill three (3), three-year terms. In addition, due to a prior Board member resignation, a remaining one-year term is open for election, and therefore, one member will be elected to a one-year term.

This year, a single candidate stood for the one-year term, so prior to voting for the three-year terms, members will be asked to confirm the nominee for this term through a motion.

The following physician members were nominated for the Board ahead of the September 17 nominations deadline, allowing nominees to draft their candidate statements to be shared with the membership:

### Three-Year Term

- Hannah Welsh
- Julia Carter
- Sally Talbot-Jones
- Roozbeh Rahmani

### One-Year Term

- Jagdeep Doulla

## 11. CANDIDATE STATEMENTS

In place of candidate speeches, a statement from each nominee was posted on the Examiner and made available this evening for all attendees. The Chair of the Membership & External Relations Committee thanked all the nominees for stepping forward to represent their colleagues and welcomed Theresa Truong to the podium to conduct the election.

## 12. BOARD ELECTION

A total of three directors are to be elected this evening and one more may be confirmed. Theresa Truong then asked for a motion to acclaim Dr. Jagdeep Doulla as the Physician Director for the one-year term?

**MOTION** Charles Leduc moved that Dr. Jagdeep Doulla is confirmed by the members as the Physician Director for the one-year term; seconded by Corrine McDonald with no further discussion. By formal resolution, Dr. Jagdeep Doulla was unanimously acclaimed.

**Motion Carried**

Theresa Truong instructed the membership that the names of the four (4) candidates who were nominated were on the ballot and were grouped by term. Members were then asked to cast their vote by indicating their

selections with an “X” beside the names of the candidates of their choice, with three (3) selections to be made for a three (3) year-term.

### **13. SPECIAL RESOLUTION**

The Chair of the Board Development Committee, Wendy Coombs addressed the membership about the proposed changes to the Articles of Association. The proposed Articles and changes to the Articles were circulated to the membership with the AGM package.

It was explained to the membership that thirteen years ago, the Calgary West Central P.G. CO. was incorporated under Part 9 of the Companies Act and the current Articles of Association were drafted at that time. They are an important legal document that outlines voting rights, membership, powers and duties of the directors and other critical aspects of governance. However, while several sections have been amended in recent years, several areas have become increasingly outdated, redundant and even contradictory. The Board thanked the membership for their feedback regarding the Directors section in the articles that stated that the Membership & External Relations Committee may have the authority to approve a slate of candidates each year. It was explained that this was not the intent of the Board and is reflected in the Board’s membership policy. The Board made a commitment to never reject a qualified candidate who stands for election. However, the Board was legally unable to make these changes ahead of this evening due to the notice period having passed but promises to bring an amendment forward at next year’s AGM to correct that provision within the articles. Should the motion pass this evening to approve the new Articles of Association, they will then be filed to the Alberta Corporate Registry along with the Annual Return and, pending approval, posted on the Examiner.

Wendy Coombs explained the major changes and updates within the new draft version of the Articles of Association, and the membership had no further questions or concerns. As there was no more discussion, members proceeded to vote via secret ballot and ballot boxes were circulated throughout the room to collect the ballots under the supervision of the Scrutineer.

### **14. THANK YOU TO DEPARTING BOARD MEMBERS**

Board Chair Scott Beach thanked all the nominees who stood for election this evening and thanked the physician members whose terms were ending. William Wu and Charles Leduc were thanked for their service to the Board and to the network.

### **15. SPECIAL RESOLUTION RESULTS**

The Scrutineer presented the results to Board Chair Scott Beach who officially adopted the Scrutineer’s Report and announced the results of the special resolution.

Jovita Dias presented the Scrutineer’s Report on the Special Resolution to the Chair:

- In favour: 169
- Opposed: 2
- Abstentions: 6
- Representing 95% of those in favour of approving the new articles

Under the existing Articles of Association, a special resolution requires 75 percent of the votes to be in favour to pass. Therefore, the Chair declared that the Special Resolution to repeal and replace the Articles of Association has been achieved and carried.

### **Special Resolution Carried**

### **16. DISCUSSION**

While the votes were being counted for the election of new Directors, the Chair opened the floor for any questions that members wished to ask the Board.

A member thanked the Board for their acknowledgement of the issue within the new articles regarding rejecting candidates and for their promptness and honesty in handling the matter.

A member had a question for the Board as to how they are working to mitigate against ending the fiscal year with a surplus. It was explained earlier that funds that were clawed back last year were due to surplus dollars from prior to 2017 and that the Board is working diligently with management to mitigate against ending the year with unexpended grant funds. It was further explained by the Board that it is nearly impossible to have a complete zero-base balanced budget in one year due to unanticipated circumstances that cannot be accurately forecasted such as staffing vacancies and unanticipated reductions in accounts payables. The Board can request to use unexpended grant funds up to 5% of their overall budget through a Business Plan Amendment

that must be approved by Alberta Health each year, and that was the process that was used last year to partially fund the PCN Zonal Service Plan and the agreement with the Calgary Counselling Centre.

A member from the floor asked for clarification on how long Behavioural Consultants (BHCs) are to book interval times for initial and repeat appointments with patients. The member received clarification from the Board, and the Board welcomed all members who have any questions pertaining to the BHC program or other programs to reach out to the organization at any time. It was further noted that the BHC program is operated and managed by AHS and therefore PCNs have less control over this. It was noted that demand for BHCs are high among the membership and the PCN is working on ways to provide more mental health access to CWC PCN patients.

There were questions from the floor pertaining to the gradual decrease in physician activity payments and the rationale for this decision. The Board explained that Alberta Health is mandating that PCNs recapture and reallocate resources in their budgets that move away from direct physician payments and go directly into supporting patient care. The organization is working on new approaches to support the Patient Medical Home (PMH) including telehealth and shared-care models.

#### **17. ANNOUNCEMENT OF NEW BOARD MEMBERS**

The Scrutineer presented the election results to the Chair who officially adopted the Scrutineer's Report and announced the results of the election.

The three (3) candidates officially elected to serve the CWC P.G. CO. Board of Directors for a three (3) year-term were announced as follows:

- Hannah Welsh
- Julia Carter
- Sally Talbot-Jones

#### **18. ADJOURNMENT**

The Chair thanked all those who attended the 2019 AGM including physician members, PCN staff and noted guests. With all business from the 2019 AGM agenda addressed and no more official business to conduct, the Board Chair officially declared the 2019 Annual General Meeting of the CWC P.G. CO. membership adjourned at 7:55 pm.