



# Calgary West Central P.G. CO. carrying on business as the Calgary West Central Primary Care Network

## 2020 ANNUAL GENERAL MEETING MINUTES

Jan. 26, 2021, at 6:30 p.m.

Video conference

### Registered attendees

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#### CWC P.G. CO. members in person

Allison Denesuk	Hannah Welsh	Mei-Fun Seto	Susan Poon
Amanda Wang	Indu Khosla	Melanie Morgan	Susan Sutton
Angela Macarthur	Jaclyn Safran	Mercy Akinsipe	TaeEun Ahn
Antony Ng	Jacqueline McDougall	Mihaela Chaudhary	Theresa Truong
Aymen Franka	Jagdeep Doulla	Muriel Solomon	Tim Rose
Barb Unich	Jane Ballantine	Nadine Lundgren	Van Nguyen
Ben Addleman	Jasminder Soin	Nicole Halasa	Venita Ramanna
Brendan Vaughan	Jean Rawling	Nkechi Ozoka	Veronica Malhotra
Catherine McKenna	Jennifer Macpherson	Olaitan Fajimi	Vincent Vong
Catherine Heimbach	Jim Tkalych	Owen Yuen	William Wu
Charlene Kennedy	Joan Horton	Peter Idahosa	Yousefi Mehrnaz
Chris Gorrie	Joel Tappay	Peter Neary	
Christin Hilbert	Julia Carter	Peter Thornton	
Christine Fletcher	Karen Easton	Rachel Han	
Christy MacAulay	Karishma Mehta	Renee Walker	
Corinne McDonald	Kerri Treherne	Roopa Lakra	
David Loewen	Kirsty Sloper	Roseanne Penner	
Deb Purnam	Kumudika De Silva	Rossana Arcega	
Deborah Sung	Lana Lovo	Rowland Nichol	
Dena Keashly	Lara L. Nixon	Saad Yasin	
DJ Falodun	Lisa Stevenson	Sally Talbot-Jones	
Efe Ovueni	Lisa Retzer	Sandy Peacock	
Elisabeth Woolner	Louise Lalonde	Scott Beach	
Elizabeth Monaghan	Mada Botha	Scott Forsyth	
Emma Beeharry	Mahmood Al-Rubaiee	Shaza Abdalla	
Fauzia Kareemi	Manoji Wirasinghe	Shiraz Walji	
Frances Vettergreen	Margot McLean	Siew-Wan Tan	
Gail Ewasechko	Maria De Bruyn	Sonya Regehr	
Genevieve Eder	Martin Davies	Stephanie Mullin	

### **CWC P.G. CO. members by proxy**

Alex Chan	Emmanuel Schaub	Mary Gawlinski	Roza Kazemi
Alexia Schneider	Jeremy deBruyn	Matthew Johnston	Salomy David
Andrew Wong	Kelsey Stearns	Michele Moss	Sara Kunneman
Andy Wong	Li Wang	Michelle Hart	Saumya Selvaraj
Brienne Tappay	Luisa Caro	Monica Chu	Shannon Grant
Christopher Lever	Lynn Peterson	Neeraj Khanna	Shirley Traynor
Doug Thorson	Manisha Subedi	Nicola Chappell	Wendy Coombs
Elizabeth Nguyen	Margaret Balzun	Randall Berlin	Zoe Filyk

### **AHS joint venture governance committee members**

Ms. Jana Ambrogiano      Dr. Brian Cornelson      Dr. Mike Spady

### **CWC PCN employees and guests**

Christopher Cameron, *Executive Director*  
Dr. Rachel Han, *Medical Director*  
Jon Macpherson, *Manager of Governance & Policy*  
Jovita Dias, *Board & Governance Advisor*  
Janay Chamberlain, *Governance & Policy Analyst*  
Sabina Chawla, *Physician Liaison*  
Courtney Jezersek, *Physician Liaison*  
Tracey Ross-Kretschmer, *Project & Event Coordinator*  
Dan James, *Communications Advisor*  
Paige Shaw, *Catalyst Group (guest)*  
Dr. Ernst Greyvenstein, *PCN Physician Lead Calgary Zone (guest)*

## **1. Registration and welcome**

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Board Chair and moderator of the annual general meeting (AGM), Nicola Chappell, welcomed attendees to the 2020 AGM and outlined virtual engagement rules for the event.

## **2. Call to order**

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The Board Chair called the meeting to order at 6:32 p.m. and acknowledged the traditional territories of the peoples of the Treaty 7 Region in Southern Alberta who include 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 Board Chair requested that any members of the public or media in attendance declare themselves as the AGM is a meeting of the membership, including select guests and CWC PCN staff. No declarations were made.

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

Dr. Jagdeep Doulla, <i>Vice Chair</i>	Dr. Theresa Truong
Ms. Wendy Coombs, <i>Treasurer</i>	Dr. Jennifer MacPherson
Dr. Scott Beach, <i>Past-Chair</i>	Dr. Julia Carter
Dr. Sally Talbot-Jones	Ms. Barb Unich
Dr. Hannah Welsh	Mr. Tim Rose
Dr. Kerri Treherne	

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

Ms. Jana Ambrogiano  
Dr. Brian Cornelson  
Dr. Mike Spady

Ms. Paige Shaw, representing the PCN's auditor Catalyst Group, and Dr. Ernst Greyvenstein, PCN Physician Lead Calgary Zone, were introduced as guests.

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

## 3. Notice of meeting

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The Board Chair reminded members that the 2020 AGM Notice of Meeting, which was sent out on Dec. 10, was available for inspection. The Recording Clerk was instructed to annex the notice to the minutes of this meeting. See Appendix A: Declaration of Notice of Meeting.

## 4. Scrutineer's report

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The Board Chair adopted and announced the Scrutineer's report on attendance:

- Members present in person: 88
- Proxies received: 29
- Total members present: 107, representing 25 per cent of the membership.

The Recording Clerk was instructed to annex the attendance report to the minutes of this meeting. See Appendix B: Scrutineer's Attendance Report.

## 5. Constitution of meeting

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Under the Articles of Association of the network, the quorum for a general meeting is 20 per cent of the members of the network, present in person or by proxy. The Board Chair declared that quorum was reached at 6:43 p.m. and that the meeting was properly called and regularly constituted for the transaction of business.

## 6. Approval of agenda

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The 2020 AGM 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** Jean Rawling moved that the 2020 Annual General Meeting Agenda be accepted by the members as presented; seconded by Elisabeth Woolner with no further discussion. By formal resolution, the motion was approved.

**Motion carried**

## 7. 2019 AGM meeting minutes approval

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The 2019 AGM minutes were made available to the membership as part of the AGM package. The Board Chair requested a motion to be made to accept the meeting minutes as presented.

**Motion** Angela Macarthur moved that the 2019 Annual General Meeting Minutes be accepted by the members as presented; seconded by Stephanie Mullin with no further discussion. By formal resolution, the motion was approved.

**Motion carried**

## 8. Special resolution

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At the 2019 AGM, members voted on a special resolution to repeal and replace the existing Articles of Association. The Board received feedback from the membership that a section in the articles suggested that the Membership & External Relations Committee may have the authority to approve a slate of candidates each year for Board election. The Board fulfilled its commitment and brought forward proposed changes to the articles, which were made available to the membership as part of the AGM package.

The membership had no further questions or concerns about the proposed amendment. The Board Chair then requested a motion to be made to accept the special resolution.

**Motion** Olaitan Fajimi moved that that in accordance to the Special Resolution Section 3.1 in the Articles of Association, be it resolved that a motion to amend Section 11.3b of the Articles of Association be accepted by the members as presented: Section 11.3b to be: i) Strike out “Only nominees approved by the Membership & External Relations Committee through the nomination process set out in any Operating Policy shall be eligible for election.” The motion was seconded by Brendan Vaughn with no further discussion.

The Board Chair informed the membership that the results of the special resolution would be announced after voting took place for the Board election.

## **9. Presentation of financial statements and auditor’s report for the year ending March 31, 2020**

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Board Treasurer Wendy Coombs introduced Paige Shaw, a partner with Catalyst Group and the auditor of the Calgary West Central P.G. CO., to present the summary of the Financial Statements and Auditor’s Report for the 2019-20 fiscal year ending March 31, 2020.

The auditor explained to the membership that the 2019-20 Audited Financial Statements had been previously reviewed and approved by the Board of Directors and Joint Venture Governance Committee. A summary of the audited financial statements was included in the AGM package.

The auditor noted that the organization’s Leadership was fully cooperative during the independent audit process and that the CWC PCN is being properly managed and is efficient in its resource allocations. The auditor highlighted the following components of the audited financial statements:

- Total current assets, including cash, prepaid expenses, and accounts receivable, totaled \$5.7 million for the fiscal year.
- Total current liability including accounts payable and accrued liabilities totaled \$1.3 million.
- Accumulated capital contributions reach \$1.6 million with total expenditures equaling approximately \$19.3 million.
- Approximately 70 per cent of resources are being allocated to direct and indirect patient care.

In conclusion, the audit opinion was that the audited 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.

The Executive Director informed the membership that the ongoing evaluation of programs determines the allocation of funding during the budget process.

### **Resolution to accept financial statements and auditor’s report for the fiscal year 2019-20 as presented**

The membership had no further questions or concerns about the audited financial statements. The Board Treasurer then requested a motion to be made to approve the audited financial statements of the network.

**Motion** Margot McLean moved that the 2019-2020 audited financial statements and auditor's report of the network be accepted by the members as presented; seconded by Peter Idahosa with no further discussion. By formal resolution, the motion was approved.

**Motion carried**

## **10. Resolution to appoint the Auditor for the fiscal year 2020-2021**

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The Board Treasurer then requested a motion to appoint the Auditor of the Network for the fiscal year ending March 31, 2021.

**Motion** Scott Forsyth moved that Catalyst Group be appointed as the auditor 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 auditor's remuneration; seconded by Christin Hilbert with no further discussion. By formal resolution, the motion was approved.

**Motion carried**

## **11. Board nominations and election**

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Pursuant to the Articles of Association, an election will be held to fill three, three-year Board of Director terms that are set to expire.

The following five physician members were nominated for the Board elections ahead of the nomination deadline. A statement from each nominee was posted on the Examiner and made available this evening for all attendees.

### **Three-year term**

Dr. Jagdeep Doulla  
Dr. Olaitan Fajimi  
Dr. Nkechi Ozoka  
Dr. Theresa Truong  
Dr. Vincent Vong

The Board Chair thanked all the nominees for stepping forward to represent their colleagues and informed the membership that the voting is open. The results of the Board election will be announced after the results of the special resolution.

## **12. Special resolution results**

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The Board Chair adopted and announced the Scrutineer's report on the special resolution vote:

- In favour: 92
- Opposed: 2
- Abstentions: 2
- Total votes: 96

Ninety-five per cent of members present at the AGM either in person or by proxy voted in favour of approving the amendment to the Articles of Association.

Under the existing Articles of Association, a special resolution requires 75 per cent of the votes to be in favour to pass. Therefore, the Board Chair declared that the motion to strike out Section 11.3b of the Articles of Association carried.

### **Special resolution carried**

## **13. Announcement of new Board members**

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The Board Chair adopted and announced the Scrutineer's Report on the results of the Board election. The three candidates elected by the membership to serve three-year terms on the CWC P.G. CO. Board of Directors were announced as follows:

Dr. Theresa Truong  
Dr. Vincent Vong  
Dr. Jagdeep Doulla

## **14. Thank you to departing Board members**

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The Board Chair thanked Dr. Scott Beach for his contributions to the Board as his term came to an end and he was not seeking re-election.

## **15. Termination**

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The Board Chair thanked all those who attended the 2020 AGM including physician members, PCN staff, and noted guests. With all business from the 2020 AGM agenda addressed and no more official business to conduct, the Board Chair officially declared the 2020 AGM of the CWC P.G. CO. membership terminated at 7:10 p.m.