

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

## 2021 ANNUAL GENERAL MEETING MINUTES

Oct. 5, 2021, at 6:30 p.m.

Video conference

### Registered attendees

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#### CWC PCN members in person

Adrienne Weir	Jacqueline McDougall	Mirza Saqib Nisar
Allison Denesuk	Jagdeep Doulla	Nadine Lundgren
Amanda Wang	Jane Ballantine	Naomi Rittberg
Andy Wong	Jasminder Sooin	Nicole Halasa
Anne Kittler	Jennifer MacPherson	Nkechi Ozoka
Antony Ng	Joel Tappay	Olaitan Fajimi
Attila Nadori	Julia Carter	Owen Yuen
Brendan Vaughan	Karen Easton	Rachel Han
Catherine McKenna	Karen Packer	Richard Lam
Chris Gorrie	Kerri Treherne	Roseanne Penner
Chris Sarin	Kirsty Sloper	Rowland Nichol
Christy MacAulay-Ismail	Leslie Chan	Sally Talbot Jones
David Loewen	Lisa Retzer	Sameena Ashraf Bajwa
Deb Putnam	Lisa Stevenson	Sandy Peacock
Dena Keashly	Luisa Caro	Scott Beach
Diana Turner	Lynne Searles	Scott Forsyth
Dilip Nandi	Madhu Aul	Serge Kongolo
Eder Genevieve	Manisha Subedi	Shauna Mercer
Edward Denga	Margot McLean	Shirley Traynor
Elcey Varkey	Maria De Bruyn	Siew-Wan Tan
Elisabeth Woolner	Maya Grover	Stephanie Kerwin
Elizabeth Monaghan	McDonald Corinne	Stephanie Mullin
Emmanuel Schaub	Mehrnaz Yousefi	Susan Sutton
Erin Nicholls	Mehta Karishma	Theresa Truong
Famina Remtulla	Mei-Fun Seto	Van Nguyen
Faye Sirianni	Melanie Morgan	Venita Ramanna
Gail Ewasechko	Michael Ovuenu	Vincent Vong
Glenda MacLean	Michele Moss	William Wu
Hannah Welsh	Michelle Hart	Yasmin Majeed
Henrietta Van Rooi	Miheala Chaudhary	

### **CWC PCN members by proxy**

Alexia Schneider	Jennifer Bikow	Mina Derakhshan
Allison MacQueen	Jeremy deBruyn	Monica Chu
Amanpreet Dhaliwal	John Caine	Natalie Ward
Amy Chow	Joshua Brochu	Nicola Chappell
Andrew Wong	Kelly Ma	Olushola Apantaku
Angela Macarthur	Kelsey Stearns	Petrus Jansen van Rensburg
Brian Hartman	Kieran Duhra	Rachel DeFina
Brianne Whittacker	Lara Nixon	Randall Berlin
Brienne Tappay	Laurie Ross	Renee Walker
Catherine Heimbach	Lynn Peterson	Rossana Arcega
Charlene Kennedy	Mahmood Al-Rubaiee	Saif Zahir
Christin Hilbert	Marek Lichon	Salomy David
Christine Kang	Mariko Shibata-Stamm	Sara Kunneman
Deborah Sung	Mary Ellen Sturgeon	Scott Belyea
Ebrahim Sharif Monir	Mary Gawlinski	Shannon Grant
Elizabeth Nguyen	Matt Ferrao	Sonya Regehr
Emily Ardell	Matthew Johnston	Suresh Kanani
Gary Chow	Melanie Purtzki	Syeda Abbas
Helen Cho	Michael Penkman	Tania Lemay
Hien Nguyen	Michael Yosefi	Tim Cran
Jaclyn Safran	Michele Kalny	Wesam Salem
Janet Tse	Michelle Bischoff	Zoe Filyk

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

Ms. Jana Ambrogiano                      Dr. Mike Spady

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

Christopher Cameron, *Executive Director*  
Dr. Rachel Han, *Medical Director*  
Jon Macpherson, *Manager of Governance & Organizational Operations*  
Lisa Bergerman, *Director of Member Services & Engagement*  
Janay Chamberlain, *Governance & Policy Lead*  
Alicia Marchtaler, *Board Governance Coordinator*  
Natalie Brodych, *Communications Advisor*  
Tracey Ross-Kretschmer, *Project & Event Coordinator*  
Dan James, *Communications Advisor*  
Paige Shaw, *Baker Tilly Catalyst LLP (External Auditor)*  
Reid Hubick, *e=mc<sup>2</sup> events (guest)*  
Joanne Janzen, *GetQuorum (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 2021 AGM and acknowledged the traditional territories of the peoples of the Treaty 7 Region in Southern Alberta including the traditional and ancestral territory of the Blackfoot Confederacy: Kainai, Piikani and Siksika as well as the Tsuut'ina Nation and Stoney Nakoda First Nation.

The Board Chair and the GetQuorum AGM webhost representative outlined virtual engagement guidelines for the event, including an explanation for how to navigate the zoom platform and voting portal.

## 2. Introductions and role confirmations

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The Board Chair requested that any members of the public or media in attendance declare themselves as. No declarations were made.

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

Dr. Jagdeep Doulla, *Vice Chair*

Mr. Tim Rose, *Treasurer*

Dr. Hannah Welsh

Dr. Sally Talbot-Jones

Dr. Julia Carter

Dr. Jennifer MacPherson

Dr. Kerri Treherne

Dr. Theresa Truong

Ms. Barb Unich

Dr. Vincent Vong

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

Ms. Jana Ambrogiano

Dr. Mike Spady

Ms. Paige Shaw, representing the PCN's auditor Baker Tilly, formerly known as The Catalyst Group, was introduced as a guest.

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 & Organizational Operations, Jon Macpherson, who was appointed as Recording Clerk and Robert's Rules Officiant for the AGM. Janay Chamberlain, Governance & Policy Lead, was introduced and appointed as Scrutineer for the meeting.

### 3. Call to order

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The Board Chair called the meeting to order at 6:47 p.m.

### 4. Notice of meeting

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The Board Chair reminded members that the 2021 AGM Notice of Meeting, which was sent out on Sept. 1, 2021 and 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.

### 5. Scrutineer's report

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The Board Chair adopted and announced the Scrutineers Report on attendance:

- Members present in person: 81
- Proxies received: 66
- Total members present: 147, representing 30 percent 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.

### 6. Constitution of meeting

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Under the Articles of Association of the network, the quorum for a general meeting is 20 percent of the members of the network, present in person or by proxy. The Board Chair declared that quorum was reached at 6:47 p.m. and that the meeting was properly called and regularly constituted for the transaction of business.

### 7. Approval of agenda

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The 2021 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** Roseanne Penner moved that the 2021 Annual General Meeting Agenda be accepted by the members as presented; seconded by Corinne McDonald with no further discussion. By formal resolution, the motion was approved.

**Motion carried**

## 8. 2020 AGM meeting minutes approval

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The 2020 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** Catherine McKenna moved that the 2020 AGM minutes be accepted by the members as presented; seconded by Yasmin Majeed with no further discussion. By formal resolution, the motion was approved.

**Motion carried**

## 9. Board nominations

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Pursuant to the Articles of Association, an election will be held to fill 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 for all attendees.

### Three-year term

Dr. Nicola Chappell

Dr. Olaitan Fajimi

Dr. Nkechi Ozoka

Dr. Kerri Treherne

Dr. Amanda Wang

The Board Treasurer thanked all the nominees for stepping forward to represent their colleagues and informed the membership that the voting is open and will be available for ten minutes or until all votes have been cast. The results of the Board election will be announced after the presentation of the financial statements and auditor's report.

## 10. Presentation of financial statements and auditor's report for the year ending Mar. 31, 21

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Board Treasurer Tim Rose introduced Paige Shaw, a partner with Baker Tilly, formerly The 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 2020-21 fiscal year ending March 31, 2021.

The auditor explained to the membership that the 2020-21 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 and supportive during the independent audit process and that the CWC PCN is being properly managed and is efficient in its resource allocations. The following aspects of the audit were highlighted:

- Robust conversations took place at all levels of the organization, including between members of the Leadership team, the Finance, Audit & Risk Committee, and the Board of Directors.
- The total expenses for the 2020-21 fiscal year were \$21.36 million in comparison to \$19.35 million in the previous year. The Auditor noted that the difference can be attributed to the approved Business Plan Amendment (BPA) fund usage. The BPA funds were applied to direct and indirect patient care.
- The Auditor presented the detailed expense breakdown of direct patient care expenditures, indirect patient care expenditures, and administrative expenditures for the 2020-21 fiscal year. An increase in physician shifts at the Primary Care Centre due to the COVID-19 pandemic resulted in high Physician Clinical Services expenses.

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 following updates were provided based on questions submitted by the membership:

- The Executive Director indicated that the “Other” category of administrative staff indicated within the financial statements includes the Finance and Human Resources departments among other teams who support the primary operations of the CWC PCN.
- The Executive Director noted that there is no surplus funding for this fiscal year as any additional funding was allocated to a BPA and will be expended in the next fiscal year.

## **11. Resolution to accept financial statements and auditor’s report for the fiscal year 2020-21 as presented**

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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** Scott Forsyth moved that the 2020-2021 audited financial statements and auditor’s report of the network be accepted by the members as presented; seconded by Roseanne Penner with no further discussion. By formal resolution, the motion was approved.

**Motion carried**

## **12. Resolution to appoint the Auditor for the fiscal year 2021-2022**

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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, 2022.

**Motion** Yousefi Mehrnaz moved that Baker Tilly Catalyst LLP 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 Catherine McKenna with no further discussion. By formal resolution, the motion was approved.

**Motion carried**

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

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The Board Treasurer adopted and announced the Scrutineers 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. Nicola Chappell

Dr. Kerri Treherne

Dr. Nkechi Ozoka

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

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The Board Treasurer thanked Dr. Jennifer Macpherson, Director; Ms. Barb Unich, External Director; Ms. Wendy Coombs, External Director; and Brian Cornelson, AHS Representative, for their contributions to the Board as their term came to an end and they were not seeking re-election or re-appointment.

### **15. Termination**

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The Board Chair thanked all those who attended the 2021 AGM including physician members, PCN staff, and noted guests. With all business from the 2021 AGM agenda addressed and no more official business to conduct, the Board Chair officially declared the 2021 AGM of the CWC P.G. CO. membership terminated at 7:51 p.m.

## Appendix A



Tuesday, Aug. 31, 2021

**TO:**

All members

CWC P.G. CO.

**VIA EMAIL/PUBLISHED ON THE EXAMINER**

**Re: Notice of Meeting for the annual general meeting on Tuesday, Oct. 5, 2021**

Dear member,

I am pleased to confirm that the 2021 annual general meeting (AGM) for the Calgary West Central P.G. CO. (CWC P.G. CO.) will be held on **Tuesday, Oct. 5, 2021**, from 6:30 to 7:30 p.m. via video conference.

The AGM is an important part of the governance of your organization, and I urge all members to attend and participate. An email invitation with an online registration link accompanies this Notice of Meeting (sent to you on **Tuesday, Aug. 31, 2021**); please confirm your attendance by **5 p.m. on Monday, Oct. 4, 2021**.

Members who are unable to attend must appoint a proxy to vote on their behalf. To simplify the process, proxy and in-person attendance are both processed through the online registration link contained in your invitation or on the 2021 AGM web page of the Examiner. Additional information is available in the Proxy Instructions document in this package. Proxies must be registered by **5 p.m. on Monday, Oct. 4, 2021**.

Your 2021 AGM package contains:

- AGM Notice of Meeting letter
- Agenda
- Proxy instructions
- Board nominee form
- 2020-21 CWC P.G. CO. Audited Financial Statements and Auditor's Report
- 2020 AGM Meeting Minutes



For a quorum, we require 20 per cent of all members to attend, either in person or by proxy, as outlined in the Articles of Association. No business shall be transacted at any AGM unless quorum is present at the commencement of business.

### **Resolution to elect the directors of the company**

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This year, there are three three-year vacant terms up for election to the CWC P.G. CO. Board of Directors. Please refer to the attached Board nominee form to nominate yourself or your colleagues to stand for election for the CWC P.G. CO. Board.

### **Resolution to approve the audited financial statements**

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To receive and consider the financial statements of the company for the fiscal year that ended March 31, 2021, and the auditor's report on such financial statements.

### **Resolution to appoint the auditor**

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To appoint Catalyst as auditor of the network, to hold office until the next AGM of the network or until their successors are appointed, and that the Board of Directors be authorized to fix the auditors remuneration.

### **Nomination period**

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The nomination period will close at **5 p.m. on Friday, Sept. 17, 2021**. As per Board policy and the Articles of Association, the Board can determine the nomination period.

Should you have any questions regarding nominations, or if you would like to speak to the Executive Director or a member of the Board regarding serving on the Board or one of its subcommittees, please email the Board at [board@cwpcn.com](mailto:board@cwpcn.com) or contact your [Physician Liaison](#).

Should you have questions about the new online proxy process, or any other AGM-related questions, please consult the attached instructions or contact your [Physician Liaison](#).

Yours sincerely,



Dr. Nicola Chappell

*Chair, CWC P.G. CO. Board of Directors*



# Calgary West Central P.G. CO. Annual General Meeting

## SCRUTINEER'S ATTENDANCE REPORT

**Video conference Tuesday, Oct. 5, 2021.**

I am pleased to report that there are 81 members present in person and that proxies have been received from 66 members representing 30 per cent of the membership.

The quorum for a general meeting is 20 per cent of members present in person or by proxy. Thus, quorum is present, and the meeting is properly called and regularly constituted for the transaction of business.

Signed this 5th day of October 2021, in Calgary, Alberta.

*Witness*

*Scrutineer*

Jon Macpherson

Janay Chamberlain

Name (please print)

Name (please print)

  
Signature

  
Signature