

## Ontario College of Family Physicians 2022-23 ANNUAL MEETING OF MEMBERS MINUTES

Wednesday, September 27, 2023

1.0	<p><b>President’s Welcoming Remarks</b></p> <p>Dr. Mekalai Kumanan welcomed members and guests to the virtual Annual Meeting of Members. She recognized the privilege of hosting, and joining, the Annual Meeting from Indigenous lands across the province.</p> <p>Having confirmed quorum, the meeting proceeded on to scheduled business.</p>
2.0	<p><b>College of Family Physicians of Canada – Welcoming Remarks from the President</b></p> <p>Dr. Christie Newton provided an overview of the CFPC’s advocacy for the profession in government, highlighting the family doctor shortage across Canada, including in Ontario. She shared that the CFPC is working on a new strategic plan and governance review.</p>
3.0	<p><b>Report of the President and CEO</b></p> <p>Dr. Mekalai Kumanan provided a summary of the OCFP’s areas of work over the past year.</p> <p>Kimberly Moran, CEO, provided an overview of the OCFP’s education and advocacy efforts of the past year, highlighting that the OCFP continues to build strong partnerships with other organizations across the health system.</p>
4.0	<p><b>Minutes of previous Annual Meeting of Members of September 28, 2022</b></p> <p>It was <b>Moved by:</b> Dr. Varughese; <b>Seconded by:</b> Dr. Greenwood <b>that</b> the minutes of the Annual Meeting of Members held on September 28, 2022 be approved.</p> <p style="text-align: right;"><b>Carried</b></p>
5.0	<p><b>Report of the Secretary-Treasurer and Chair of the Finance Committee</b></p> <p>Dr. Eric Wong summarized the Financial Statements of the OCFP for the period ending March 31, 2023. Total revenue was \$5.1M, while total expenses were \$4.9M.</p> <p>Questions were invited; none were posed.</p> <p>It was <b>Moved by:</b> Dr. Gruner; <b>Seconded by:</b> Dr. Meziane <b>that</b> the Audited Financial Statements be received as presented.</p> <p style="text-align: right;"><b>Carried</b></p> <p>Deloitte LLP was the successful firm in a request for proposal (RFP) bidding process that closed in 2018. The Board has been satisfied with Deloitte’s work, but recommends that an RFP be conducted to ensure that the OCFP is receiving optimal service at an appropriate cost. The OCFP will be conducting an RFP and will bring the selected firm from this RFP to the membership for a vote at the next AMM.</p>

	<p>It was <b>Moved by:</b> Dr. Charles; <b>Seconded by:</b> Dr. McIntosh <b>that</b> Deloitte LLP be re-appointed as the OCFP Auditors for 2023-24.</p> <p style="text-align: right;"><b>Carried</b></p>
6.0	<p><b>Report of the Chair of the Governance Committee</b></p> <p>Steven Lewis led the report. In accordance with the OCFP’s by-laws, the Board is made up of 13 to 16 Board Directors. For this coming year, the number of Directors will remain at 15.</p> <p>It was <b>Moved by:</b> Dr. Bernard; <b>Seconded by:</b> Dr. Gagnon <b>that</b> for 2023-24 the number of directors of the OCFP be set at 15.</p> <p style="text-align: right;"><b>Carried</b></p> <p>The OCFP by-laws state that the number of Board Directors, within the minimum and maximum, must receive member approval at each AMM. To streamline the governance process, we are recommending that the members delegate this authority to the Board of Directors.</p> <p>This motion is by special resolution. A special resolution means that, in order to pass, two thirds of the votes must be “for” the motion. This is in contrast to a regular resolution, where just over half the votes must be “for” the motion.</p> <p>It was <b>Moved by:</b> Dr. Kauffman; <b>Seconded by:</b> Dr. Froese <b>BY SPECIAL RESOLUTION that</b> the power to fix the precise number of directors and the number of directors to be elected at annual meetings of the members, within the minimum and maximum number of directors provided for in the articles as may be amended from time to time, is hereinafter delegated to the directors of the Corporation in accordance with subsection 22(2) of the Not-for-Profit Corporations Act, 2010.</p> <p style="text-align: right;"><b>Carried</b></p> <p>S. Lewis presented the slate of Directors.</p> <p>It was <b>Moved by:</b> Dr. Newbery; <b>Seconded by:</b> Dr. Gruner <b>that</b> the 2023-24 slate of Directors be elected.</p> <p style="text-align: right;"><b>Carried</b></p> <p>S. Lewis summarized the need, under the Ontario Not-For-Profit Act, 2010 (ONCA), to update the OCFP’s letters patent and by-laws. Several changes to the by-laws also require changes to the same content in OCFP’s letters patent. With ONCA, changing an organization’s Letters Patent now requires filing "Articles of Amendment."</p> <p>It was <b>Moved by:</b> Dr. Gagnon; <b>Seconded by:</b> Dr. Bernard <b>BY SPECIAL RESOLUTION that</b> the Articles of Amendment are hereby approved; any two (2) directors or officers of the Corporation are hereby authorized and directed to sign all documents, including the Articles of Amendment, with such further amendments as they may determine to be necessary, proper, convenient or desirable to comply with the requirements of any governmental authority having jurisdiction, without the need for further approval of the directors or the members of the Corporation, and to do on behalf of the Corporation all things necessary, desirable or useful to carry out and give to effect to this resolution, including the filing of the Articles of Amendment with the Director appointed under the Act; and the directors may revoke this resolution before it is acted on without further approval of the members.</p> <p style="text-align: right;"><b>Carried</b></p>

	<p>It was <b>Moved by:</b> Dr. McIntosh; <b>Seconded by:</b> Dr. Charles <b>BY SPECIAL RESOLUTION that</b> the amended and restated By-law No. 1 of the Corporation, in the form approved by the directors and presented to the members, is hereby confirmed as the by-law of the Corporation to be effective as of the date of the certificate of amendment issued by the Government of Ontario further to the Articles of Amendment; and any two (2) directors or officers of the Corporation are hereby authorized and directed to certify a copy of the amended and restated corporate by-law, as confirmed by the members, and place such certified copy in the minute book of the Corporation.</p> <p style="text-align: right;"><b>Carried</b></p>
7.0	<p><b>Q&amp;A</b>  Questions were invited; none were posed.</p>
8.0	<p><b>Closing Remarks and Adjournment</b>  Dr. Kumanan thanked the OCFP staff present, guests, and attendees.</p> <p>It was <b>Moved by:</b> Dr. Greenwood; <b>Seconded by:</b> Dr. Froese <b>that</b> the 2023-24 Annual Meeting be adjourned.</p> <p style="text-align: right;"><b>Carried</b></p>