

MINUTES (Draft)
CFPC ANNUAL GENERAL MEETING

November 7th, 2013

Vancouver Convention Centre, Vancouver, British Columbia

Dr. Marie-Dominique Beaulieu, President, presiding

1. Call to Order

Dr. Marie-Dominique Beaulieu, President, called the Annual General Meeting to order and welcomed College members and guests. She highlighted the agenda for the Annual General Meeting and asked if there were any additions or edits. Those who identified a proxy in writing have been included in the attendance list for this meeting.

2. Recognition of Past-Presidents

Dr. Beaulieu asked all of CFPC's Past-Presidents attending the meeting to rise and be recognized.

3. 2011-12 Memorial Roll of CFPC Members

Dr. Sandy Buchman, Past-President, requested all to observe a moment of reflection in honour of members who died between October 27, 2012 and October 11, 2013. Their names were included in the meeting material.

4. Minutes of the last Annual General Meeting

Dr. Beaulieu called for the approval of the Minutes of the last meeting.

Moved and seconded by Drs. Teresa Cavett and Marc-Andre Doucet:

THAT the Minutes of the CFPC Annual General Meeting held in Toronto, Ontario on November 16th, 2012 be approved.

CARRIED.

5. Report of the President

Dr. Beaulieu referred to the 2012 – 2013 Annual Report included in the AGM package and highlighted some of the key activities of the College over the last year, related to each of CFPC's 6 goals: launching a self-assessment workbook related to the Patient's Medical Home; government relations – meeting with The Honourable Rona Ambrose and a day on Parliament Hill October 22nd; medical student interest in family medicine as a career and the involvement of medical students and residents in CFPC activities; a progress report on the implementation of the Triple C competency based curriculum and training standards; the new harmonized Certification Examination in Family Medicine-LMCC-Part II exam; new Mainpro being launched in 2015 to make Mainpro more dynamic and interactive, and to stimulate practice improvement through commitment to lifelong learning; the importance of national and its Chapters working cohesively; the 2nd of three Sadok Besrouer Centre for Innovation in Global Health invitational for a being held during FMF.

6. Report of the Executive Director and Chief Executive Officer (ED/CEO)

Dr. Francine Lemire shared highlights of her first year as ED/CEO and focused specifically on initiatives related to enhancing organizational effectiveness, for example a marketing audit to understand members' wants and perspectives; a capacity review to ensure the CFPC has the staff and other resources needed to deliver on the strategic plan; the establishment of consistent position descriptions for CFPC staff and a related performance management system; work being undertaken in order for staff to be able to answer all the questions of members when they call, rather than forwarding the caller to various departments; governance renewal. Dr. Lemire also highlighted three initiatives and spoke to their challenges and opportunities – the Section of Family Physicians with Special Interests or Focused Practices, the Canadian Primary Care Sentinel Surveillance Network, and the Sadok Besroure Centre for Innovation in Global Health.

7. Report of the Board Chair

Dr. Kathy Lawrence referred to her report and the list of Committee Chair changes during the year. She recognized 7 new Committee Chairs approved by the Board November 4th:

- Joyce Zazulak, Dundas, ON – History & Narrative
- David Gass, Halifax, NS – Advisory Cmte on Family Practice
- Doreen Oneschuk, Edmonton, AB – Palliative Care
- Sharon Cirone, Etobicoke, ON – Addiction Medicine
- Ellen Anderson, Sooke, BC - Mental Health
- Alison Delorme – Section of Residents
- Keith Wycliffe-Jones, Calgary, AB – Accreditation (July1)

Dr. Lawrence recognized 7 outgoing Committee Chairs. Each received bookends in recognition of their commitment to the CFPC

1. Michael Plewes, Moosomin, SK – Anesthesia
2. Ryan Gallagher, Victoria, BC – Section of Residents
3. Kingsley Watts, Toronto, ON – Addiction Medicine
4. Louise Nasmith, Vancouver, BC – Collaborative Action
Committee on Intra-Professionalism
5. Garey Mazowita, Vancouver, BC – Mental Health
6. Rob Wedel, Taber, AB – History & Narrative
7. Rob Wedel, Taber, AB- Advisory Cmte on Family Practice

(Drs. Plewes and Watts were unable to attend and will receive their bookends at a later date).

The following member completed her committee Chair term last year but were not able to attend the Annual Meeting so was also recognized:

- Romaine Gallagher, Vancouver, BC – Palliative Care

8. Report of the Nominating Committee

Dr. Sandy Buchman presented the report of the Nominating Committee. The Nominating Cmte is composed of the Past-President as Chair (Dr. Buchman), the Past-Past President (Dr. Rob

Boulay), the President (Dr. Marie-Dominique Beaulieu), 2 Chapter Presidents (Dr. Ian Goldstine (MB) and Dr. Cathy Scrimshaw (AB), and the CEO (Dr. Francine Lemire).

The Nominating Committee's nominees for the Executive Committee positions for the 2013-2014 included term:

Dr. Garey Mazowita, Vancouver, British Columbia - President Elect & Chair of the Board

Dr. Jennifer Hall, Rothesay, New Brunswick - Honorary Secretary-Treasurer

Dr. David White, Toronto, Ontario - Member-at-large – 1 year term

Drs. Mazowita, Hall and White addressed the members.

There were no further nominations and Dr. Buchman declared the members above as elected for the 2013-2014 term.

The 2013-2014 Executive Committee members:

Dr. Kathy Lawrence– President

Dr. Marie-Dominique Beaulieu – Past-President

Dr. Garey Mazowita – President-Elect and Chair of the Board

Dr. Jennifer Hall – Honorary Secretary-Treasurer

Dr. David White– Member-at Large (1 year term)

Dr. Claudette Chase – Member-at-Large (3 year term)

Dr. Francine Lemire – Executive Director and CEO (non-voting).

Dr. Buchman presented Mr. Bill Mussell of Chilliwack, British Columbia and Ms. Linda Ross of St. John's, Newfoundland as the Nominating Committee's 2 nominees for the 2 Public Board Director positions (2013-2016, renewable once). Ms. Ross addressed the members.

Moved and seconded by Drs. Sandy Buchman and Patricia Mirwaldt:

THAT Mr. William Mussell of Chilliwack, British Columbia be approved as a Public Board Director beginning at the time of the 2013 Annual General Meeting (AGM) and ending at the time of the 2016 AGM, renewable once.

AND THAT Mrs. Linda Ross of St. John's, Newfoundland be approved as a Public Board Director beginning at the time of the 2013 Annual General Meeting (AGM) and ending at the time of the 2016 AGM, renewable once.

CARRIED.

Moved and seconded by Drs. Marc-Andre Doucet and Caroline Laberge:

THAT the report of the Nominating Committee be approved.

CARRIED.

9. Report of the Honorary Treasurer

The meeting package circulated to members contained summarized 2012 Audited Financial Statements and the proposed 2014 and 2015 member fees. Dr. Garey Mazowita, Honorary

Treasurer, presented the Treasurer's report and explained that in order to comply with the Canada Not for Profit Corporations Act, the CFPC was transitioning its fiscal year from a January to December year, to a June to May year. In order to transition a 17-month budget from January 1, 2014 to May 31st 2015 was developed and approved by the Board of Directors. Dr. Mazowita reviewed the CFPC's audited Financial Statements for the year that ended December 31, 2012.

Moved and seconded by Drs. Mazowita and Miriam Boillat:

THAT the 2012 Audited Financial Statements be accepted

CARRIED.

A balanced budget for the 17-month budget, including a membership fee increase of 2% (equal to the cost of living adjustment for 2013-2014 in the Greater Toronto Area) was approved by the Board and was presented.

Moved and seconded by Drs. Mazowita and Tom Bailey:

THAT the 2014-15 member fees be accepted.

CARRIED.

Moved and seconded by Drs. Mazowita and Alain Pavilanis:

THAT Deloitte & Touche be approved as the external auditor for the 2014-15 fiscal year.

CARRIED.

10. CFPC National Bylaw Amendments

Dr. Lawrence, Chair of the Bylaws Committee, presented Articles of Continuance and revised By-laws prepared in order to comply with the Canada Not for Profit Corporations Act.

The most significant governance changes include:

1. "Letters Patent" no longer exist; they are replaced by "Articles of Continuance," which outline the Organizational name, location, purposes, membership and voting rights, transfer of property on dissolution, number of directors;
2. Corporations are either soliciting (which means they receive >\$10,000 in donations, grants) or non-soliciting. Currently, the CFPC is a soliciting corporation due to external funding, but will move toward non-soliciting status; the CFPC's Research and Education Foundation will remain a soliciting corporation. The main difference in status relates to governance and financial accountability and that if the corporation were to dissolve, a non-soliciting organization can disperse any remaining assets to its members. A soliciting organization must transfer remaining assets to a registered charity or government body.
3. Financial year-end – as mentioned above, The Act requires us to present audited financial statements to the membership at an Annual Meeting *within 6 months of our fiscal year-end*. The Canada Revenue Agency has been advised that the CFPC

will have a 17-month year commencing January 1, 2014 and ending May 31, 2015 in order to transition to a June 1st to May 31st fiscal year.

4. Board or committee business conducted electronically -going forward, all of the directors on the CFPC Board or members of a committee must approve a motion being addressed on email. For in-person meetings a majority of eligible voters is required to pass a motion (except for issues outlined in the CNCA that require a two-thirds majority). However, when the statutes were recently amended to allow matters to be approved by written or electronic resolutions in lieu of a meeting, the legislators determined that all board directors or committee members would need to agree with the motion in order for it to be valid. The justification is that the discussion and dissension aspect of a meeting would otherwise be lost.

The Act requires clearly outlined privileges and responsibilities for each class of membership. CFPC's current by-laws are good but silent in a couple of areas therefore the By-laws Committee recommended (i) splitting the Associate Member class. Currently it includes Public Board Directors as well as other health professionals involved in family practice. The By-laws Committee felt there should be a separate class of membership for members of the Public involved with our College – The people of Canada/members of the public are central to the CFPC's vision and their voice is important to the policy decisions made by our organization. CFPC anticipates introducing a patient's advisory council related to the Patient's Medical Home, as well several of the Special Interest or Focused Practice Program Committees would like to seek patient input. In order to participate fully on our committees, participants must be members of the College.

Moved and seconded by Drs. Dominique Tessier and Nick Busing:

THAT effective June 1, 2014, the current Associate Members class be split into the following two classes:

- (i) Associate Members: other health professionals or others who work in collaboration with family physicians in clinical practice or academic departments of family medicine and
- (ii) Public Members: members of the public with a role on the CFPC Board and/or its committees.

CARRIED.

The second recommendation from the By-laws Committee is to no longer permit Student Members the privilege of voting at Annual Meetings of Members.

- The rationale for this change is that students are not yet part of the discipline of family medicine and the right to vote at the Annual Meeting should be reserved for the professionals that this organization exists to support.
- The Section of Medical Students reviewed and supported this recommendation with the knowledge that their two medical student board directors would continue to be eligible to vote at the Annual Meeting.

Moved and seconded by Drs. Kathy Lawrence and Marc-Andre Doucet:

THAT effective June 1, 2014, Public Members and Medical Students not be eligible to vote at CFPC Annual Meetings of Members, a similar status as Associate and Honorary Members, with the exception of National Board Directors belonging to these categories of membership who will be eligible to vote at Annual Meetings of Members.

CARRIED.

The third recommendation is to confirm when Chapter membership is mandated versus optional. The idea of making Chapter membership optional for Affiliate, Associate, Honorary and Public members is because the By-laws Committee feels these members can be an asset to Chapters if they want to be engaged and participate, but we don't want to force this link if they are only interested in a relationship at the national level.

Moved and seconded by Drs. Kathy Lawrence and Patricia Mirwaldt:

THAT members in the following classes of membership be National College as well as Chapter members for the province in which they reside and/or practice: Active, Resident, Retired, Senior, Student, Sustaining;

THAT members in the following classes of membership be given the option of becoming a Chapter member in the province in which they reside: Affiliate, Associate, Honorary, Public.

CARRIED.

Dr. Lawrence reported that there will also be some changes in our election process such that all CFPC board directors will be elected by the members at the Annual Meeting and a call for nominations will be circulated to all members in advance.

In moving to the revised by-laws, policies were created and approved by the Board in order to capture procedures and information currently captured in the by-laws but determined by legal counsel to belong instead in policies.

Moved and seconded by Drs. Kathy Lawrence and Caroline Laberge:

Continuing the Corporation under the provisions of the *Canada Not-for-Profit Corporations Act* ("CNCA") and authorizing the Directors to apply for a Certificate of Continuance.

- **WHEREAS** the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 16th day of May 1968;
- **AND WHEREAS** it is considered to be in the best interests of the Corporation that it be continued under the CNCA pursuant to section 297.

BE IT RESOLVED THAT:

- The Directors of the Corporation are hereby authorized and directed to make an application under section 297 of the CNCA to the Director for a Certificate of Continuance of the Corporation;

- The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting, are hereby approved;
- The By-laws of the Corporation (as amended), which have been submitted to this meeting, are repealed and the new By-laws are approved and will be effective on the date that the corporation continues under the CNCA; and
- Any one of the Officers and Directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

ENACTED the 1st day of June, 2014.

CARRIED.

Finally, a motion to confirm the transition of the CFPC's financial year in order to be compliant with the new Act was presented.

Moved and seconded by Drs. Kathy Lawrence and Marc-Andre Doucet:

TRANSITION

THAT the members agreed that, during the transition period associated with the continuance of the CFPC under the Canada Not-for-profit Corporations Act, the Financial Statements for the fiscal year ending on December 31st, 2013 shall be presented to the members at the November 2014 Annual General Meeting as has been the historic practice of the CFPC, however, following continuance of the CFPC pursuant to the Canada Not-for-profit Corporations Act on June 1, 2014 and the enactment of its new general operating by-laws changing its financial year end from December 31st in each year to May 31st in each year, the next financial statements shall cover the 17 month period commencing January 1, 2014 and ending May 31, 2015 and shall be presented to the members at the November 2015 Annual General Meeting. Thereafter, the financial statements shall cover the 12 month period commencing June 1st and ending May 31st and shall be presented to the members within 6 months of the financial year end in compliance with the provisions of the Canada Not-for-profit Corporations Act.

CARRIED.

11. Recognition of CFPC Award Recipients

The Environmental Health award was presented to Dr. Courtney Howard, CCFP(EM), from Yellowknife, Northwest Territories. Dr. Warren Bell also co presented the Canadian Association of Physicians for the Environment (CAPE) Nicole Bruinsma Award to Dr. Howard.

The CFPC has an extensive Honours and Awards Program. Awards are presented in many venues and Dr. Beaulieu asked all 2013 honour and award recipients attending the meeting to stand and be recognized.

12. New Business



There was no new business.

NEXT MEETING - will take place during FMF 2014 – November 13-15, 2014 in Quebec City, QC.