

**NOTICE OF MEETING**                       **MINUTES**   
**(Original version signed and archived)**

<b>Title of meeting:</b>	Board of Directors	<b>Date and time:</b>	June 28, 2016 at 3:00 p.m.
<b>Purpose of meeting:</b>	Annual general meeting	<b>Location:</b> Atlantic Host Hotel in Bathurst Jade Lounge	
<b>Chairman:</b>	Paul Couturier		
<b>Secretary:</b>	Sonia Haché-Lanteigne		

**Participants:****Current members**

Paul Couturier (Chairman)	√	Bonnie Mae Martin	√	Paulette Sonier Rioux	√
Adélard Cormier	√	Pierre Martin	x	Donald Thériault	√
Roger Doiron (left at 4:47 p.m.)	√	Christian Mercier	√	Lester Young	√
Philippe Ferguson (Treasurer)	√	Tracy Peters	√		

**Ex-officio members**

Gilles Lanteigne	√	Linda Sunderland	√		
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**Leadership team**

Gisèle Beaulieu	√	Jacques Duclos	x	Johanne Roy	√
Dr. France Desrosiers	√	Stéphane Legacy	√	Pierre Verret	√

**New members**

Lucille Auffrey	√	Wesley Knight	√	Denis M. Pelletier	√
Pauline Bourque	√	Norma McGraw	√	Sonia A. Roy	√
Rita Godbout	√	Gaitan Michaud	√	Claire Savoie	√
Gabriel Godin (Vice-Chairman)	√	Jean-Marie Nadeau	√	Anne C. Soucie	√
Émeril Haché	√	Michelyne Paulin	√		

**MINUTES****1. Call to order**

The Chairman of the Board of Directors welcomed the participants and called the meeting to order at 3:00 p.m.

**2. Constitution of quorum and notice of meeting**

The meeting was duly called and quorum was achieved.

**3. Remarks by the Chairman of the Board of Directors**

The Chairman of the Board of Directors thanked the members of the Board, the leadership team, and especially the President and CEO.

**4. Adoption of notice of meeting**

The notice of meeting was submitted for approval.

**MOTION 2016/06/28-01 AGM**

Moved by Christian Mercier;  
 Seconded by Sonia A. Roy;  
 That the Board of Directors adopt the notice of meeting.

**Motion carried unanimously**

**5. Declaration of potential conflicts of interest**

No conflict of interest was raised.

**6. Adoption of the minutes of the June 23, 2015 AGM**

The minutes of the June 23, 2015 AGM were presented for adoption.

**MOTION 2016/06/28-02AGM**

Moved by Philippe Ferguson;  
 Seconded by Sonia A. Roy;  
 That the Board of Directors adopt the minutes of the June 23, 2015 AGM.  
**Motion carried unanimously**

**7. Business arising from the minutes and follow-up**

No questions were raised.

**8. Presentation of the Annual Report of Vitalité Health Network**

The President and CEO submitted the Annual Report of Vitalité Health Network for fiscal year 2015-2016. Under the *Regional Health Authorities Act*, this annual report must be submitted to the Minister of Health no later than June 30 of each year.

**MOTION 2016/06/28-03AGM**

Moved by Christian Mercier;  
 Seconded by Adélarde Cormier;  
 That the Board of Directors adopt the Annual Report of Vitalité Health Network for fiscal year 2015-2016.  
**Motion carried unanimously**

**9. Report by the Treasurer**

Philippe Ferguson presented a summary of the financial performance of Vitalité Health Network for the fiscal year ended March 31, 2016. The Network's revenues totalled \$676,654,660 and expenses \$674,181,828, which translates into an operating surplus of \$2,472,832 before adjustments. After taking into account end adjustments for capital income to purchase equipment, for amortization of capital assets, and for accrued sick leave benefits, the Network's financial statements show a net accounting deficit of \$3,465,619.

**MOTION 2016/06/28-04AGM**

Moved by Philippe Ferguson;  
 Seconded by Lester Young;  
 That the Board of Directors adopt the Treasurer's report.  
**Motion carried unanimously**

**10. Report by the Chairperson of the Medical Advisory Committee**

The Chairperson of the Medical Advisory Committee reported on the activities of the Medical Advisory Committee and on the activities of the past year for the Regional Chief of Staff.

**MOTION 2016/06/28-05AGM**

Moved by Sonia A. Roy;  
 Seconded by Rita Godbout;  
 That the Board of Directors adopt the report of the Chairperson of the Medical Advisory Committee.  
**Motion carried unanimously**

**MOTION 2016/06/28-06AGM**

Moved by Christian Mercier;  
 Seconded by Paulette Sonier-Rioux;  
 That the Board of Directors adopt the report of the Regional Chief of Staff.  
**Motion carried unanimously**

**11. Report by the Chairperson of the Professional Advisory Committee**

The Chairperson of the Professional Advisory Committee presented her annual report outlining the committee's activities over the past year.

**MOTION 2016/06/28-07AGM**

Moved by Adélarde Cormier;  
 Seconded by Anne Soucie;  
 That the Board of Directors adopt the report of the Chairperson of the Professional Advisory Committee, including renewal of right to practise.  
**Motion carried unanimously**

**12. Appointment of Regional Chief of Staff**

The appointment of the Regional Chief of Staff is included in the report of the Chairperson of the Governance and Nomination Committee, under item 13 of these minutes.

**13. Report of the Governance and Nomination Committee**

The Chair of the Governance and Nomination Committee presented her annual report outlining the committee's activities over the past year.

The Governance and Nomination Committee proposed the appointment of the following officers:

- Chairperson – Michelyne Paulin;
- Vice-Chairperson – Anne Soucie (MOTION 2016-06-24 / 02GMC);
- Treasurer – Rita Godbout (MOTION 2016-06-24 / 03GMC);
- Secretary – Gilles Lanteigne.

The Governance and Nomination Committee proposed the appointment of the standing and special committee chairs and members:

- Chair of the Governance and Nomination Committee – Lucille Auffrey (MOTION 2016-06-24 / 04GMC);
- Governance and Nomination Committee (MOTION 2016-06-24 / 05GMC);
- Finance and Audit Committee (MOTION 2016-06-24 / 06GMC);
- Chair of the Client Service, Quality Management and Safety Committee – Anne Soucie (MOTION 2016-06-24 / 07GMC);
- Client Service, Quality Management, and Safety Committee (MOTION 2016-06-24 / 08GMC);
- Chair of the Strategic Research and Academic Affairs Committee – Pauline Bourque (MOTION 2016-06-24 / 09GMC);
- Strategic Research and Academic Affairs Committee (MOTION 2016-06-24 / 10GMC);
- Chair of the Strategic Planning Committee – Norma McGraw (MOTION 2016-06-24 / 11GMC);
- Strategic Planning Committee (MOTION 2016-06-24 / 12GMC);
- Chair of the Governance Standards Subcommittee – Gaitan Michaud (MOTION 2016-06-24 / 13GMC);
- Governance Standards Subcommittee (MOTION 2016-06-24 / 14GMC);
- Executive Committee (MOTION 2016-06-24 / 15GMC).

A point of order was requested by Anne Soucie. Following the appointment of standing and special committee chairs and members, a request had been made to adopt a proactive approach. It was suggested to review the situation. After discussion, a request was made to leave the motion as made, since there could be changes in the appointment of members as in the past years.

The Governance and Nomination Committee recommended the appointment of the Regional Chief of Staff (MOTION 2016/06/28-02AGM).

The Governance and Nomination Committee recommended the appointment of the Chairman of the Professional Advisory Committee (MOTION 2016-06-24 / 17GMC).

The Governance and Nomination Committee recommended the appointment of the members of the following advisory committees:

- Regional Medical Advisory Committee (MOTION 2016-06-08 / 07GMC) and (MOTION 2016-06-08 / 08GMC);
- Zone 1B Medical Advisory Committee (MOTION 2016-06-08 / 09GMC);
- Zone 4 Medical Advisory Committee (MOTION 2016-06-08 / 10GMC);
- Zone 5 Medical Advisory Committee (MOTION 2016-06-08 / 11GMC);
- Zone 6 Medical Advisory Committee (MOTION 2016-06-08 / 12GMC);
- Professional Advisory Committee (MOTION 2016-06-08 / 13GMC) and (MOTION 2016-06-08 / 14GMC);
- Research Ethics Committee (MOTION 2016-06-08 / 15GMC).

**MOTION 2016/06/28-08AGM**

Moved by Tracy Peters;

Seconded by Paulette Sonier-Rioux;

That the Board of Directors adopt the report and motions by the Chair of the Governance and Nomination Committee as presented.

**Motion carried unanimously****13.1 Transition to the new Board and appointments**

Transition to the new Board of Directors was made after signing the documents listed under item 13.2 below. Then, the new Chairperson took over. The new Board of Directors was introduced.

**13.2 Swearing-in of elected members and signing of documents**

The new members of the Board of Directors were sworn in by signing the following three documents in the presence of a Commissioner of Oaths:

- Pledge of Respect for Hospital Establishments of Religious Order;
- Policy: Confidentiality (GEN.6.30.15);
- Policy: Code of Conduct for Members of the Board of Directors (CA-135).

**14. Appointment of the Audit Firm**

The Network proposed that Raymond Chabot Grant Thornton be appointed as the Network's external auditors for fiscal year 2016-2017.

**MOTION 2016/06/28-09AGM**

Moved by Pauline Bourque;

Seconded by Émeril Haché;

That the Board of Directors adopt the appointment of Raymond Chabot Grant Thornton as the Network's external auditors for fiscal year 2016-2017.

**Motion carried unanimously**

**15. Expression of thanks to retiring members**

Thanks were expressed to retiring members.

**16. Adjournment**

Denis M. Pelletier moved to adjourn the meeting.

**17. Opportunity for comments from the public**

Members of the public had the opportunity to make comments.

Michelyne Paulin  
Chairperson of the Board of Directors

Gilles Lanteigne  
Secretary of the Board of Directors