

Meeting Minutes of the Initial Board of Directors of CHLNet – Feb 6th, 2024

MINUTES of a meeting of the Initial Directors of **CHLNet** (the “Corporation”) held virtually on the 6th day of February 2024.

PRESENT: Scott Malcolm, Maria Judd, Andrea Johnson, and Katherine Chubbs. **REGRETS:** Kathy MacNeil and Yvonne Mburu.

being 4 of 6 the initial directors of the Corporation.

PRESENT BY INVITATION: Kelly Grimes, (CEO), Deanne Taylor (Senior Research Advisor), Stephen Samis (Senior Policy Advisor), and Grace Gemin (Program Coordinator as notetaker).

The meeting was called to order by Scott Malcolm.

A quorum of the Initial Directors being present, the meeting was declared to be regularly constituted.

The Chair stated that the Corporation had been incorporated on January 1, 2024, under the *Canada Not-for-profit Corporations Act* and directed that the Certificate and Articles of Incorporation be inserted in the minute (Appendix A, pages 6-11) and record book of the Corporation.

1. **Enactment of By-Law No. 1.** A draft of a proposed By-law No. 1 of the Corporation relating generally to the affairs of the Corporation was submitted to the meeting and discussed. On **MOTION** duly made by Andrea Johnson, seconded by Katherine Chubbs and unanimously carried it was RESOLVED THAT:
 - (a) By-law No. 1, in the form which has been presented to this meeting, is enacted as the General Operating By-law of the Corporation; and
 - (b) the Chair and Secretary, when appointed, are authorized and directed to sign the said by-law as so enacted as evidence of the foregoing and to insert the same in the front portion of the minute and record book of the Corporation.
2. **Corporate Seal.** On **MOTION** duly made by Katherine Chubbs, seconded by Maria Judd and unanimously carried, it was RESOLVED THAT the Corporation shall not adopt a corporate seal at this time.
3. **Appointment of Officers.** On **MOTION** duly made by Katherine Chubbs, seconded by Andrea Johnson and unanimously carried it was RESOLVED THAT the following persons are appointed officers of the Corporation:

Position	Name
Chair	Scott Malcolm
Vice-Chair	
Past-Chair	Maria Judd
Secretary	
Treasurer	
Chief Executive Officer	Kelly Grimes

The Chair signed By-law No. 1 of the Corporation.

Question raised if the role as Past Chair would cause hesitancy to take on the Chair position due to the time commitment. Bylaw stipulates that term time would be 2 years but could be shortened as needed. A fuller discussion will occur at the next board meeting.

4. **Admission of Members.** The Chair stated that it was also necessary to admit members of the Corporation to complete the organization of the Corporation. **ON MOTION** duly made by Maria Judd, seconded by Andrea Johnson and unanimously carried it was RESOLVED THAT:

- (a) In accordance with Section 3.2 of the By-laws, all members of the unincorporated association from which this Corporation was formed, are admitted as members of the Corporation, in the class of membership such individual was a member of in the unincorporated association; and
- (b) The term of membership of each such member shall be from the date of incorporation of the Corporation until the last day of the financial year end of the Corporation following incorporation of the Corporation, after which time each such Member must renew the Member's membership in the Corporation according to the provisions of the By-laws and any operating policies of the Corporation.

Some discussion on the timing of member invoices. Current practice is that invoices are sent at the end of March for fiscal flexibility. It was felt that our membership year end should be in line with our fiscal year end. Suggestion to prorate partner invoices so membership ends December 31st. This will be investigated to determine ramifications.

5. **Registered Office.** **On MOTION** duly made by Katherine Chubbs, seconded by Andrea Johnson and unanimously carried it was RESOLVED THAT the registered address of the Corporation within the Province of Ontario is fixed at 66 Forestview Crescent, Nepean, Ontario, K2H 9P5.
6. **Banking Resolution.** **On MOTION** duly made by Andrea Johnson, seconded by Maria Judd and unanimously carried whereas it is in the interest of the Corporation to enter into arrangements for the provision of financial products and/or services with The Toronto-Dominion Bank, TD Mortgage Corporation, TD Pacific Mortgage Corporation and The Canada Trust Company¹ (collectively, the "Bank"), therefore; Be it resolved that:

1. The Corporation may from time to time:

- (a) open, maintain and operate one or more accounts with the Bank and do all things in relation thereto;
- (b) borrow money or otherwise obtain credit from the Bank in such amounts and on such terms as may be deemed appropriate, by loans, advances, overdrafts, financial leases or otherwise;
- (c) mortgage, hypothecate, charge, pledge, assign, convey, transfer or otherwise grant a security interest in any or all of the property, real and personal, immovable and moveable, undertaking and rights of the Corporation, present and future, to secure the payment and performance of any or all of the present and future indebtedness, liabilities and obligations of the Corporation to the Bank;
- (d) enter into further arrangements for the provision of financial products and/or services with the Bank;
- (e) guarantee the obligations of any third party to the Bank either with or without security; and
- (f) do all such acts and things and execute and deliver any and all agreements or other instruments as deemed necessary by the Bank to give full effect to this resolution.

2. In accordance with any restrictions set out below, the persons holding the offices listed below from time to time are authorized for and on behalf of the Corporation to:

- (a) execute and deliver all of the documents and instruments contemplated by this resolution;
- (b) give the Bank instructions in connection with any of the foregoing;
- (c) conduct all aspects of the Corporation's banking relationship with the Bank;
- (d) further delegate the authority granted hereunder to such person or persons as the authorized signing officer(s) may select at any time and from time to time; and
- (e) appoint, add, remove and/or replace signing officers (including appointing specific signing officers in respect of specified accounts) and to establish and change the Signing Officer Requirements/Restrictions from time to time on prior written notice to the Bank.

The Bank is entitled to rely on such documents, instruments, instructions and transactions as duly and validly authorized and binding on the Corporation including, without limitation, any documents, instruments, instructions and transactions made, drawn, accepted, endorsed or signed by any delegate(s). The Bank does not need to make any further inquiry into the authority of the authorized signing officers or delegates to bind the Corporation.

7. **Registration in Ontario.** The Chair stated that the Corporation is required to file a Notice with the Ontario Ministry of Public and Business Service Delivery setting out certain particulars of the Corporation, pursuant to the provisions of the *Corporations Information Act* (Ontario). The Chair further stated that the initial notice was filed with the Ontario Ministry of Public and

Business Service Delivery on January 9, 2024. **On MOTION** duly made by Katherine Chubbs, seconded by Maria Judd and unanimously carried RESOLVED THAT the directors confirm and ratify the filing of the Initial Notice, a copy of which notice has been presented to this meeting (Appendix B, page 12).

8. **Enactment of Operating Policies.** The Chair stated that it was necessary for the directors to adopt operating policies in accordance with Section 2.6 of By-law No. 1. The following policies were presented to the meeting and discussed: (i) signing authorities, (ii) conflict of interest, and (iii) code of conduct. **On MOTION** duly made by Katherine Chubbs, seconded by Andrea Johnson and unanimously carried RESOLVED THAT the above-referenced policies are adopted.

Review is Fall 2025 of these policies. Suggestion to stagger policy reviewal. Code of conduct required a slight formatting change.

9. **Asset Transfer Agreement.** The Chair stated that the asset transfer agreement with the unincorporated association, Canadian Health Leadership Network – Le Réseau Canadien pour le Leadership en Santé, dated January 1, 2024, needs to be confirmed and ratified even though it was approved prior to the incorporation of the Corporation. The Asset Transfer Agreement was entered into by Scott Malcolm and Maria Judd, in trust without personal liability for a corporation to be incorporated under the *Canada Not-for-profit Corporations Act*. The Chair further stated that the Corporation is allowed to adopt the Asset Transfer Agreement in accordance with section 15 of the *Canada Not-for-profit Corporations Act*. By adopting the Asset Transfer Agreement, the Corporation assumes all responsibilities and obligations under the agreement. **On MOTION** duly made by Katherine Chubbs, seconded by Andrea Johnson and unanimously carried RESOLVED THAT the Asset Transfer Agreement is adopted, ratified and confirmed by the Corporation.

10. **Adoption of Pre-incorporation contracts.** The Chair stated that there are certain consulting contracts that were finalized before the Corporation was incorporated. As with the Asset Transfer Agreement, the Corporation’s corporate solicitor suggested that it would be prudent for the Corporation to adopt, ratify and confirm these consulting contracts. **On MOTION** duly made by Maria Judd, seconded by Katherine Chubbs and unanimously carried RESOLVED THAT the following consulting contracts be adopted, ratified and confirmed by the Corporation:

- (a) Consulting contract with Kelly Grimes, CEO
- (b) Consulting contract with Grace Gemin, Program Coordinator
- (c) Consulting contract with Stephen Samis, Senior Policy Advisor
- (d) Consulting contract with Deanne Taylor, Senior Research Advisor

The meeting of members is scheduled for March 5th at 1pmEST for 30 minutes. Board meetings are being set up. The Network Partner Roundtable is May 2nd virtually but hoping for in person/hybrid in the Fall.

Kelly briefly reviewed CHLNet’s Workplan and 2024 Budget. These will be reviewed in more depth at our April board meeting. In addition terms of reference for a Nominating committee will be discussed.

There being no further business, the meeting then adjourned. Motion to adjourn by Andrea Johnson and seconded by Maria Judd.



Chairperson of the Meeting

Secretary (if assigned)

Appendix A: Article 001 – Articles of Incorporation – Processed – 2024-01-01



Innovation, Science and
Economic Development Canada
Corporations Canada

Innovation, Sciences et
Développement économique Canada
Corporations Canada

Certificate of Incorporation

Canada Not-for-profit Corporations Act

Certificat de constitution

*Loi canadienne sur les organisations à but non
lucratif*

CHLNet

Corporate name / Dénomination de l'organisation

1562418-5

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the above-named
corporation, the articles of incorporation of which
are attached, is incorporated under the *Canada
Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée,
dont les statuts constitutifs sont joints, est
constituée en vertu de la *Loi canadienne sur les
organisations à but non lucratif*.

Hantz Prosper

Director / Directeur

2024-01-01

Date of Incorporation (YYYY-MM-DD)
Date de constitution (AAAA-MM-JJ)

Canada



Form 4001
Articles of Incorporation
Canada Not-for-profit Corporations Act (NFP Act)

Formulaire 4001
Statuts constitutifs
Loi canadienne sur les organisations à but non lucratif (Loi BNL)

- 1 Corporate name
Dénomination de l'organisation
CHLNet

- 2 The province or territory in Canada where the registered office is situated
La province ou le territoire au Canada où est maintenu le siège
ON

- 3 Minimum and maximum number of directors
Nombres minimal et maximal d'administrateurs
Min. 3 Max. 10

- 4 Statement of the purpose of the corporation
Déclaration d'intention de l'organisation
See attached schedule / Voir l'annexe ci-jointe

- 5 Restrictions on the activities that the corporation may carry on, if any
Limites imposées aux activités de l'organisation, le cas échéant
None

- 6 The classes, or regional or other groups, of members that the corporation is authorized to establish
Les catégories, groupes régionaux ou autres groupes de membres que l'organisation est autorisée à établir
See attached schedule / Voir l'annexe ci-jointe

- 7 Statement regarding the distribution of property remaining on liquidation
Déclaration relative à la répartition du reliquat des biens lors de la liquidation
See attached schedule / Voir l'annexe ci-jointe

- 8 Additional provisions, if any
Dispositions supplémentaires, le cas échéant
See attached schedule / Voir l'annexe ci-jointe

- 9 Declaration: I hereby certify that I am an incorporator of the corporation.
Déclaration : J'atteste que je suis un fondateur de l'organisation.

Name(s) - Nom(s)

Original Signed by - Original signé par

Kelly Grimes

Kelly Grimes

Kelly Grimes

A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

La personne qui fait une déclaration fautive ou trompeuse, ou qui aide une personne à faire une telle déclaration, commet une infraction et encourt, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 5 000 \$ et un emprisonnement maximal de six mois ou l'une de ces peines (paragraphe 262(2) de la Loi BNL).

You are providing information required by the NFP Act. Note that both the NFP Act and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la Loi BNL. Il est à noter que la Loi BNL et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

**Schedule “A”
to the Articles of Incorporation of
CHLNet**

4. **Statement of the purpose of the corporation**

The purpose of the corporation is to better incorporate evidence and systems thinking into the practice of 21st century health leadership to improve health system performance and advance transformation.

Schedule "B"
to the Articles of Incorporation of
CHLNet

6. **The classes, or regional or other groups, of members that the corporation is authorized to establish**

The corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the corporation.

**Schedule “C”
to the Articles of Incorporation of
CHLNet**

7. Statement regarding the distribution of property remaining on liquidation

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the *Income Tax Act*.

**Schedule “D”
to the Articles of Incorporation of
CHLNet**

8. Additional Provisions, if any

- (a) The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.
- (b) Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.
- (c) The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members.
- (d) Any By-law, amendment or repeal of a By-law shall require confirmation by Special resolution of the Members.

Appendix B: Registration in Ontario

FW: Company Key / Clé d'entreprise Entity Name / Dénomination de l'entité: CHLNET OCN/BIN
Numéro de société de l'Ontario/NIE: 1000761624

Kelly Grimes <KGrimes@chlnet.ca>

Tue 09/01/2024 13:35

To: Grace Gemin <ggemin@chlnet.ca>

1 attachments (195 KB)

Company Key.pdf;

For filing!

From: NewBusinessRegistry@ontario.ca <NewBusinessRegistry@ontario.ca>

Sent: Tuesday, January 9, 2024 1:22 PM

To: Kelly Grimes <KGrimes@chlnet.ca>

Subject: Company Key / Clé d'entreprise Entity Name / Dénomination de l'entité: CHLNET OCN/BIN Numéro de société de l'Ontario/NIE: 1000761624

Entity Name: CHLNET

OCN/BIN: 1000761624

Dear Client,

A Company Key has been generated for CHLNET (1000761624) on January 09, 2024.

Company Key: 182704730

IMPORTANT: The recipient of this Company Key will need to distribute it to anyone they wish to give authority to file documents on behalf of CHLNET (1000761624).

Please take a [2 minute survey](#) to tell us about your use of the Ontario Business Registry.

This is a system generated email. Please do not reply to this email.

For more information, visit Ontario.ca/BusinessRegistry or call ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223. TTY users can contact us at 416-325-3408 (TTY GTA) or toll-free at 1-800-268-7095 (TTY Canada).

Thank you.

Dénomination de l'entité : CHLNET

Numéro de société de l'Ontario/NIE : 1000761624

Bonjour,

Une clé d'entreprise a été générée pour CHLNET (1000761624) le 09 janvier 2024.

Clé d'entreprise : 182704730

IMPORTANT : La personne qui reçoit la clé d'entreprise doit la fournir aux gens à qui elle veut donner le pouvoir de déposer des documents pour le compte de CHLNET (1000761624).

Répondez à [un sondage de 2 minutes](#) sur l'utilisation du Registre des entreprises de l'Ontario.

Ceci est un courriel automatisé. Veuillez ne pas y répondre.

Pour en savoir plus, rendez-vous à l'adresse [Registre des entreprises de l'Ontario](#) ou appelez ServiceOntario en composant le 416 314-8880 ou le 1 800 361-3223 (sans frais). Les utilisateurs d'ATS peuvent composer le 416 325-3408 (région du grand Toronto) ou le 1 800 268-7095 (sans frais au Canada).

Merci.