

**MINUTES** of the organizational meeting of the Members of **CHLNet** held at virtually, on March 5, 2024 1300 hours.

**PRESENT:** Alberta Health Services, Canadian Agency for Drugs and Technology in Health, Canadian Armed Forces, Canadian Centre for Substance Use and Addiction, Canadian College of Health Leaders, Canadian Institute for Health Information, Canadian Medical Association, Canadian Society of Physician Leaders, College of Family Physicians of Canada, Good Samaritan Society, HealthCareCAN, Healthcare Excellence Canada, Hôtel-Dieu Grace Healthcare, Interior Health, Island Health, Mental Health Commission of Canada, Provincial Health Services Authority, Royal Roads University, Shared Health Manitoba, and University of Saskatchewan.

**NOT PRESENT:** Canada Health Infoway, Canadian Psychological Association, Children’s Healthcare Canada, Canadian Health Workforce Network, Canadian Partnership Against Cancer, Emerging Health Leaders, Health Canada, Health PEI, Healthcare Insurance Reciprocal of Canada, Innovative Medicines Canada, McMaster University, Nova Scotia Health Authority, Pallium Canada, Royal College of Physicians and Surgeons of Canada, Saskatchewan Health Authority, St. Joseph’s Healthcare London, SWITCH BC, University of Alberta, and Yukon Health and Social Services.

**PRESENT BY INVITATION:** Kelly Grimes, CEO

With a quorum of members being present, the meeting was declared to be regularly constituted.

The meeting was called to order by Scott Malcolm and Kelly Grimes acted as Secretary of the meeting. Scott led an acknowledgement of the Indigenous lands on which the meeting is being hosted.

The Chair stated that the Corporation had been incorporated on January 1, 2024, under the *Canada Not-for-profit Corporations Act* (the “Act”).

1. **Confirmation of By-Law No. 1.** The Chair stated that at a meeting of the board of directors held on February 6, 2024, By-law No. 1 relating generally to the affairs of the Corporation had been enacted. The Chair then submitted the said by-law to the meeting. On motion duly made by the Mental Health Commission of Canada, seconded by Alberta Health Services and unanimously carried IT WAS RESOLVED THAT By-law No. 1 is hereby confirmed.
2. **Number of Directors of the Corporation.** The Chair stated that it was necessary to fix the number of directors within the range provided for in the articles of incorporation of the Corporation. On motion duly made by Shared Health Manitoba, SECONDED BY Good Samaritan Society and unanimously carried, it was RESOLVED THAT the number of directors on the board of directors, until changed in accordance with the Act, is hereby fixed at six (6).
3. **Election of Directors.** The Chair stated that according to Section 5.2 of By-law No. 1,

*The secretariat of the unincorporated association that formed this Corporation, the names of whom are set out in the initial notice of directors that accompanied the articles of incorporation of the Corporation, shall be the first directors of the Corporation. Such directors*

shall hold office from the date of incorporation of the Corporation until the first Meeting of Members. At the first Meeting of Members, the Members entitled to vote at such meeting shall confirm and ratify the election of each such Director and shall confirm and ratify the term of office to be held by each such Director based upon each such Director's term of office of the unincorporated association that formed the Corporation.

On motion duly made by Shared Health Manitoba, seconded by Canadian Society of Physician Leaders and unanimously carried it was resolved that the following individuals listed below be confirmed and ratified as the Directors of the Corporation, in accordance with Section 5.2 of By-law No. 1, to hold office for the term indicated beside their respective names:

Name	Term
Dr. Scott Malcolm	Close of the 2027 annual meeting of members
Maria Judd	Close of the 2027 annual meeting of members
Dr. Katherine Chubbs	Close of the 2026 annual meeting of members
Kathryn MacNeil	Close of the 2025 annual meeting of members
Andrea Johnson	Close of the 2025 annual meeting of members
Yvonne Mburu	Close of the 2026 annual meeting of members

4. **Appointment of Accountant.** The chair advised that the Corporation's corporate solicitor has advised that:

*The Act provides for two types of corporations: soliciting corporations and non-soliciting corporations. A soliciting corporation is essentially any corporation that receives more than \$10,000 in a financial year in the form of (a) donations or gifts from persons who are NOT members, directors, officers or employees of the corporation, or (b) grants or similar financial assistance from the federal government or a provincial or municipal government or an agency of any such government. The test for corporation type is applied at the end of each financial year and takes effect as of the date of the next following annual meeting of members. Once categorized, the categorization remains for a 3-year period. However, the test is still applied and possibly renewed annually, so it is possible that the 3-year period will technically never end. Soliciting corporations have greater restrictions than non-soliciting corporations, including when the corporation is allowed to dispense with appointing a public accountant and the level of financial review the corporation is required to undertake.*

Based on this criteria, the Corporation's corporate solicitor has advised that the **Corporation is currently a non-soliciting corporation.** the Corporation's corporate solicitor has further advised that:

*the members of a corporation must appoint a public accountant at each annual meeting of members unless certain conditions exist. In certain circumstances, the Corporation may waive the requirement to appoint a public accountant and may also agree to lower the level of financial review the corporation must undertake.*


*Since the Corporation is currently a non-soliciting corporation with gross annual revenues for its last completed financial year that are equal to or less than \$1,000,000, the Corporation is entitled to waive the appointment of a public accountant for its 2024 financial year as long as the resolution to waive the appointment of a public accountant is passed unanimously. If the Members unanimously agree to waive the requirement to appoint a public accountant, then the Members may also resolve to have only a compilation report (also called a notice to reader) set of financial statements prepared instead of the default level of financial review, being a review engagement.*

As CHLNet is taking on these new financial duties, the CEO asked that a notice to readers be done by an external accounting firm to ensure accounting practices are being used appropriately. On motion duly made by Island Health, seconded by Canadian Society of Physician Leaders and unanimously carried it was RESOLVED THAT (a) Hendry Warren is appointed as the accountant of the Corporation to hold office until the close of the first annual meeting of members, and the directors are hereby authorized to fix their remuneration; and (b) the accountant of the Corporation prepare a compilation report (also known as a notice of reader) of the financial position of the Corporation in respect of the financial year of the Corporation ending on December 31, 2024.

There being no further business, the meeting then adjourned.

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Chairperson of the Meeting



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Secretary of the Meeting