

Physical and Health Education Canada
ANNUAL MEETING and SPECIAL MEETING OF THE GENERAL ASSEMBLY
Virtual

Tuesday, December 6, 2022
6:00 pm – 7:00 pm ET

Attendees: Douglas Gleddie (President), Jo Sheppard (President-Elect), Kellie Baker, Sylvie Beaudoin, Jennifer Buettner, Ross Campbell, Antony Card, Joe Crossland, Melanie Davis (ED&CEO), Tim Fletcher, Renee Gregerson, Serge Hache, Cyril Indome, Ryan Fahey, Shannon Kell, Astrid Kendrick, Reg Leidl, Jacinta McGrath, Grant McManes, Brian McMillan, Hayley Morrison, Stephen Pike, Steve Ranni, Sabrina Razack, Rebecca Richardson, Lee Schaefer, and Krista Smeltzer.

Recorder: Jodie Lyn-Harrison.

1.0 Land Acknowledgement

- Jodie Lyn-Harrison, CAO, provided the Land Acknowledgement.
- We recognize the land we each are situated on across our beautiful country - Turtle Island. PHE Canada's National Office is situated on the traditional unceded territory of the Algonquin Anishnaabeg People. Here four rivers come together from the four directions, making this a traditional meeting ground, gathering place and travelling grounds of the Algonquin Anishnaabeg, Mohawk, and Iroquois Peoples. Whether you are gathering with us today in the same territory, or from a different location, let us take this opportunity to honour and recognize the many First Nations, Metis and Inuit, whose footsteps have marked these lands for generations. Let us all give thanks and gratitude to the elders, knowledge keepers, and those who are no longer with us for their stewardship and teaching. May we work together toward reconciliation.

2.0 Call to Order

- Quorum was confirmed for the December 6, 2022, Annual Meeting and Special Meeting of the General Assembly.
- Doug Gleddie, President, called the meeting to order.

3.0 Appointment of Parliamentarian

MOTION 22-12-01 Rebecca Richardson / Jo Sheppard
BE IT RESOLVED to appoint Grant McManes as the Parliamentarian.

CARRIED

4.0 Recognition of Special Guests

- Doug Gleddie recognized the following:
 - Incoming Board members.
 - Outgoing Board members.

5.0 Approval of Agenda – December 6, 2022

No changes or corrections were made.

MOTION 22-12-02 Ross Campbell / Lee Schaefer

BE IT RESOLVED to approve the Agenda of PHE Canada’s Annual Meeting and Special Meeting of the General Assembly for December 6, 2022, as presented.

CARRIED

6.0 Approval of Minutes – November 23, 2021

No changes or corrections were made.

MOTION 22-12-03 Lee Schaefer / Ross Campbell

BE IT RESOLVED to approve the Minutes of PHE Canada’s Annual Meeting of the General Assembly for November 23, 2021, as presented.

CARRIED

7.0 Business

7.01 Business Arising

No Business Arising to report.

7.02 Reports

7.02.1 President’s Remarks

Doug Gleddie provided the President’s Remarks. Highlights included:

- Appreciation expressed to PHE Canada Members for their excellent work over the past few difficult years of the pandemic.
- Appreciation expressed to current Board Members for their dedication.
- Appreciation expressed to incoming Board Members for their commitment to advocacy.
- Appreciation expressed to PHE Canada National Office Staff for reinventing their work environment and our programs and services – building the plane while flying it.
- Appreciation expressed to Jodie Lyn-Harrison, CAO, for her behind-the-scenes support.
- Appreciation expressed to Melanie Davis, ED&CEO, for reaching her 5-year milestone with PHE Canada and managing the organization with continued success.
- Recognition of Jo Sheppard as the next President who will steer the organization to an exciting future.
- Thank you for the opportunity to be the Board Chair and President of PHE Canada for the past two years. I am now looking forward to my supporting role as Past-President.

7.02.2 Executive Director & CEO's Remarks

Melanie Davis provided the Executive Director & CEO's Remarks. In summary:

- PHE Canada has grown over the past year – in staff and with initiatives.
- Appreciation expressed to the PHE Canada National Office Staff for their engagement and enthusiastic involvement at the staff retreat last month.
- Looking to the future, we are going to:
 - Deep drive into Health Education
 - Mobilize the PHE Competencies
 - Launch the PHE Campus
 - Investigate additional social enterprise opportunities
- Appreciation expressed to Lise Gillies for her graphic recording of the staff retreat and our future direction.
- Appreciation expressed to Doug Gleddie for creating the platform for PHE Canada to spring forward, especially with the pandemic challenges.
- Appreciation expressed to Jo Sheppard for stepping up to make this future a reality.

MOTION 22-12-04 Jennifer Buettner / Kellie Baker

BE IT RESOLVED to accept the President's and Executive Director & CEO's Report as presented.

CARRIED

7.02.3 Finance and Audit Committee Report

(a) 2021-2022 Audited Financial Statements

Melanie Davis presented the 2021-2022 Audited Financial Statements. In summary:

- In the Auditor's opinion, the Financial Statements present fairly, in all material aspects, the financial position of Physical and Health Education Canada as at June 30, 2022 and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.
- Due to the continuing Covid-19 pandemic, cash assets and deferred revenue remained high due to delayed implementation of approved projects. PHE Canada also continues to implement several multi-year projects where funding crosses over into the next fiscal year.
- Investments that recovered last year have now dropped this year. Thanks to our investment management company, the loss was kept to a minimum.
- The leasing commitment for the National Office was renewed until September 2025.
- An audit schedule was conducted for Public Health Agency of Canada funded initiatives, page 14. Everything was in order.
- There was a Net Revenue for the Operating Fund of \$1,463 for 2022.
- Overall, the association's combined Net Assets (worth) as at June 30, 2022 was \$820,877.

MOTION 22-12-05 Sylvie Beaudoin / Brian McMillan

BE IT RESOLVED that the 2021-2022 Audited Financial Statements for the fiscal period of July 1, 2021 to June 30, 2022 be accepted as presented.

CARRIED

(b) Appointment of Auditors for 2022-2023

MOTION 22-12-06 Jo Sheppard / Jennifer Buettner

BE IT RESOLVED to appoint Ouseley Hanvey Clipsham Deep LLP as the 2022-2023 auditors.

CARRIED

7.02.4 Nominating Committee Report

Jo Sheppard presented the Nominating Committee Report. In summary:

- The list of committee members was reviewed.
- The 2022-2024 nomination cycle was reviewed.
- The slate of directors was reviewed.

MOTION 22-12-07 Shannon Kell / Rebecca Richardson

BE IT RESOLVED to accept the Nominating Committee Report as presented.

CARRIED

MOTION 22-12-08 Ross Campbell / Kellie Baker

BE IT RESOLVED to recognize the following individuals to the Board of Directors for 2022-2024:

- Astrid Kendrick, Alberta & Northwest Territories Representative
- Cyril Indome, Manitoba & Nunavut Representative
- Krista Smeltzer, Quebec Representative
- Joe Crossland, New Brunswick Representative
- Jacinta McGrath, Newfoundland & Labrador

CARRIED

MOTION 22-12-09 Jennifer Buettner / Rebecca Richardson

BE IT RESOLVED to recognize Joanna Sheppard as President for 2022-2024.

CARRIED

MOTION 22-12-10 Brian McMillan / Shannon Kell

BE IT RESOLVED to recognize Douglas Gleddie as Past-President for 2022-2023.

CARRIED

MOTION 22-12-11 Joe Crossland / Ross Campbell

BE IT RESOLVED to confirm the election of the following individuals to the Board of Directors for 2022-2023:

- Renee Gregerson, British Columbia & Yukon Representative
- Jennifer Buettner, Saskatchewan Representative
- Rebecca Richardson, Ontario Representative
- Steve Ranni, Nova Scotia Representative
- Maribeth Rogers Neale, Prince Edward Island Representative

CARRIED

MOTION 22-12-12 Rebecca Richardson / Sylvie Beaudoin

BE IT RESOLVED to recognize the following individuals as Appointed Board Members for 2022-2023:

- Sabrina Razack
- Brian McMillan

CARRIED

MOTION 22-12-13 Jennifer Buettner / Grant McManes

BE IT RESOLVED to accept the following individuals on the Nominating Committee for 2022-2023:

- Past-President-Elect: Doug Gleddie, Chair
- Member-at-Large: Lori Munro-Sigfridson
- Administrative Member-at-Large: Jodie Lyn-Harrison

CARRIED

7.02.5 Approval of Board of Directors Motions

No changes or corrections were made.

MOTION 22-12-14 Antony Card / Jo Sheppard

BE IT RESOLVED to approve the 2021-2022 Summary of Motions by the Board of Directors as presented.

CARRIED

8.0 Special Business

8.01 Amendments to By-law No. 1 of the Corporation

- Jodie Lyn-Harrison provided an overview of the proposed amendments to By-law No.1 for the Corporation, the process to-date and next steps. In summary:
 - Good practice to review by-laws every several years. The last time PHE Canada reviewed its by-laws was 2016.
 - November 9, 2022 - The Board of Directors initiated changes to the by-laws at their winter meeting.
 - November 9, 2022 - The by-law amendments were placed on the agenda for the next meeting of members.
 - November to December 2022 - Information about the Special Meeting and by-law amendments were circulated to the members.
 - December 6, 2022 - The by-law amendments are brought before the members at the Special Meeting to vote on by ordinary resolution.
- Proposed amendments to By-law No.1:
 - Updated the definitions and terminology to current information and interpretations.
 - Content revised to be gender neutral.
 - Section IV.09 – Ensure that Members are able to participate electronically in Members' Meeting.
 - Article IV.14 – Ensure that Members are able to vote electronically.
 - Article V.03 & V.04 & V.05 – Increase the number of Directors to 20, to ensure that each province and territory is able to have their own Director representing them.
 - Article V.04 (e) – As the number of Directors increase, the number of Appointed Directors increase proportionally from 3 to 5.
 - Article V.07 & VII.01 & VIII.01 IX.05 – Clearly articulate that Directors are able to receive remuneration for work outside of their capacity as a director of a charity.
 - Article VI.07 – Ensure that full and fruitful debate is held, and the method of voting is clear.

MOTION 22-12-15 Jo Sheppard / Shannon Kell

BE IT RESOLVED that the general operating By-law No.1 of the Corporation is amended as presented, which has been submitted to this meeting and is annexed as **Schedule A**, and was effective on **November 9, 2022**.

CARRIED unanimously

- Next steps will be to prepare and submit all forms and documentation to Corporations Canada and the Canada Revenue Agency for January 2023.

9.0 New Business

No New Business to report.

10.0 Acknowledgements and Adjournment

- The first in-person National PHE Conference since 2019 will take place on May 4-5, 2023, in Charlottetown, PEI.
- Sincere appreciation and gratitude extended to Sylvie Beaudoin (QC), Stephen Pike (NL), Grant McManes (MB&NU), Ross Campbell (NB), Lee Schaefer and Antony Card who are stepping off the Board of Directors after a long term of service and during the pandemic. You are all fabulous people, and we know that you will be back at some point in some capacity.
- Congratulations extended to Melanie Davis for her visionary leadership of PHE Canada for 5 years.
- Sincerest appreciation extended to Doug Gleddie for being the virtual President, having a million conversations as we grappled with change, and embodying the PHE community.

MOTION 22-12-16 Ross Campbell

BE IT RESOLVED to adjourn the meeting at 7:00 pm ET.